Critical Minerals Group

ASX Announcement
ASX: CMG
14 July 2026

Critical Minerals Group General Meeting

Critical Minerals Group Limited (ASX:CMG) ("CMG" or "the Company") advises that a general meeting of shareholders will be held at 11.00 am on Wednesday, 12 August 2026 (**Meeting**).

Attached are copies of the following documents in relation to the Meeting:

- Notice of General Meeting
- Sample Proxy Form[1]
- Sample Access Letter to shareholders[1]

[1]Personalised copies will be sent to each shareholder

This announcement was authorised for release by the Board.

For more information contact:

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CEO and Managing Director
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About Critical Minerals Group

Critical Minerals Group (ASX: CMG) is a Brisbane-based critical minerals company developing an integrated vanadium supply chain to support the rapidly growing market for vanadium flow batteries and long-duration energy storage.

The Company's flagship Lindfield Vanadium Project at Julia Creek in Queensland hosts a substantial JORC Mineral Resource within the Toolebuc Formation and underpins CMG's strategy to develop upstream vanadium resources alongside downstream battery-grade vanadium electrolyte manufacturing capability.

CMG is progressing a staged development pathway that includes Lindfield project development, offtake engagement and planning for a Phase 1 vanadium electrolyte facility, with the objective of providing secure, Western-sourced vanadium products for energy storage customers.

Critical Minerals Group Limited
ACN 652 994 726
(Company)

Notice of General Meeting & Explanatory Statement

To be held at:	Level 15, 100 Edward Street, Brisbane, Queensland (in person)
To be held on:	12 August 2026
Commencing at:	11.00 am AEST (Brisbane time)

Important Information
This Notice of General Meeting & Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Letter from the Chair

Dear Shareholders,

We are pleased to invite you to the General Meeting of Critical Minerals Group Limited ACN 652 994 726 (**Company**). We are holding the General Meeting in person at Level 15, 100 Edward Street, Brisbane, Queensland at 11:00 am (AEST – Brisbane time) on Wednesday, 12 August 2026.

Background to the Resolutions

On 22 June 2026, the Company announced it had accepted binding subscriptions to raise $1,500,000 before costs through a strongly supported two-tranche placement of 20,689,655 fully paid ordinary shares (**Shares**) to sophisticated, professional and other exempt investors at an issue price of $0.0725 per share (**Placement**).

Consequently, Tranche 1 of the Placement comprised the issue of 15,596,652 Shares (**Tranche 1 Placement Shares**) on 29 June 2026 to raise $1,130,757.27 before costs, under the Company's existing placement capacity pursuant to ASX Listing Rule 7.1. Ratification of the issue of the Tranche 1 Placement Shares is the subject of Resolution 1.

Tranche 2 of the Placement comprises the proposed issue of up to 5,093,006 Shares (**Tranche 2 Placement Shares**) to raise the balance of $369,242.94 before costs, subject to shareholder approval pursuant to ASX Listing Rule 7.1. Approval to issue Tranche 2 Placement Shares is the subject of Resolution 2.

Subject to Shareholder approval being obtained, participants in the Placement were also entitled to receive one free attaching (unlisted) Option for every two Shares subscribed for (**Attaching Option**), with each Attaching Option being exercisable at $0.12 and expiring 30 months from the date of issue. The proposed issue of up to 10,344,829 Options to Placement participants is the subject of Resolution 3.

The Placement was led by Harbour City Corporate Pty Ltd as Lead Manager to the Placement. The fee structure comprised of a placement fee equal to 6% plus goods and services tax (**GST**) of the gross proceeds raised under the Placement and, subject to Shareholder approval, the issue of up to 20,689,658 Options (calculated as one Option for every Placement Shares issued under the Placement), on substantially the same terms and conditions as the Attaching Options (**Broker Options**). The Lead Manager may also receive a handling fee equal to 2% plus GST of funds raised outside the Placement during the engagement term. The proposed issue of Broker Options is the subject of Resolution 4.

Proceeds from the Placement will be used to progress offtake negotiations, Definitive Feasibility Study planning, vanadium electrolyte facility workstreams, Lindfield West activities, general working capital and the costs associated with the Placement.

In addition to the Placement, certain Directors and executives have agreed to receive Shares and Attaching Options in lieu of cash remuneration for director fees and incentive remuneration, on the same terms as the Placement. The proposed issue of Shares and Attaching Options to Alan Broome, Stuart McClure and Scott Winter, each being Directors of the Company, requires shareholder approval under ASX Listing Rule 10.11, and is the subject of Resolution 5, Resolution 6 and Resolution 7 respectively. The proposed issue of Shares and Attaching Options to the relevant executives under ASX Listing Rule 7.1, who are not Related Parties of the Company for the purposes of ASX Listing Rule 10.11, is the subject of Resolution 8.

Snapshot of the Resolutions

The Resolutions to be put to Shareholders at the General Meeting are as follows:

(a) **Resolution 1** seeks Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares under ASX Listing Rule 7.4;

(b) **Resolution 2** seeks Shareholder approval for the issue of the Tranche 2 Placement Shares under ASX Listing Rule 7.1;

(c) **Resolution 3** seeks Shareholder approval for the issue of the Attaching Options under ASX Listing Rule 7.1;

(d) **Resolution 4** seeks Shareholder approval for the issue of the Broker Options under ASX Listing Rule 7.1;

(e) **Resolution 5** seeks Shareholder approval for the issue of Director Fee Shares and Attaching Options to Alan Broome in lieu of cash remuneration under ASX Listing Rule 10.11;

(f) **Resolution 6** seeks Shareholder approval for the issue of Director Fee Shares and Attaching Options to Stuart McClure in lieu of cash remuneration under ASX Listing Rule 10.11;

(g) **Resolution 7** seeks Shareholder approval for the issue of Director Incentive Shares and Attaching Options to Scott Winter in lieu of cash remuneration under ASX Listing Rule 10.11; and

(h) **Resolution 8** seeks Shareholder approval for the issue of Executive Incentive Shares and Attaching Options to executives in lieu of cash remuneration under ASX Listing Rule 7.1,

(together, the **Resolutions**).

Booklet

All of the Directors entitled to make a recommendation in respect of a particular Resolution recommend that you vote in favour of adopting that Resolution.

With respect to the General Meeting, this booklet contains:

- the Notice of General Meeting, which contains information about the business to be conducted at the General Meeting, including the Resolutions to be put to the Shareholders at the General Meeting (see Section B);
- the Explanatory Statement, which contains more detailed information explaining the business to be conducted at the General Meeting (see Section D); and
- information on how to vote and how to appoint a proxy to vote on the Resolutions to be considered at the General Meeting (see Section C).

Please read the whole of this booklet carefully as it provides important information on the General Meeting, the items of business and the Resolutions that you, as a Shareholder, are being asked to vote on.

Questions

Should you wish to discuss the matters in this Notice of General Meeting & Explanatory Statement, please do not hesitate to contact the Company Secretary, Mr. Adam Gallagher, by email to adam@criticalmineralsgroup.com.au.

By order of the Board.

Dated: 14 July 2026

Alan Broome AM
Chair
Critical Minerals Group Limited

Section A – Glossary

$	means Australian dollars.
AEST	means Australian Eastern Standard Time.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	means the listing rules of the ASX.
Attaching Options	means the (unlisted) Options offered to participants of the Placement (on the basis of one Option for every two Shares subscribed for under the Placement) and to Directors and executives in lieu of cash remuneration on the same terms as the Placement, exercisable at $0.12 and expiring 30 months from the date of issue.
Automic	means Automic Pty Ltd, being the share registry of the Company.
Board	means the board of Directors of the Company.
Broker Options	means the (unlisted) Options proposed to be issued to the Lead Manager (on the basis of one Option for every one Placement Share issued), on substantially the same terms as the Attaching Options
Chair	means the chair of the General Meeting.
Closely Related Party	has the meaning given to it in the Corporations Act.
Company	means Critical Minerals Group Limited (ACN 652 994 726).
Constitution	means the constitution of the Company.
Corporations Act	means the *Corporations Act 2001* (Cth).
Corporations Regulations	means the *Corporations Regulations 2001* (Cth).
Directors	means the directors of the Company and **Director** means any one of them.
Director Fee Shares	means the Shares proposed to be issued to the Directors, on substantially the same terms as the Placement.
Director Incentive Shares	means the Shares proposed to be issued to a Director, on substantially the same terms as the Placement.
Equity Securities	has the meaning given in the ASX Listing Rules.
Executive Incentive Shares	means the Shares proposed to be issued to the Executives, on substantially the same terms as the Placement.
Explanatory Statement	means the explanatory statement accompanying the Notice of General Meeting and contained in Section D to this booklet.
General Meeting	means the general meeting of Shareholders convened by the Notice of General Meeting.
Glossary	means this glossary.
GST	has the meaning given in the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).
Key Management Personnel	has the meaning given to it in the Corporations Act.
Lead Manager	means Harbour City Corporate Pty Ltd
Notice of General Meeting	means the notice of the General Meeting accompanying the Explanatory Statement for the General Meeting and contained in Section B to this booklet.

Option	means an option to acquire a Share.
Participant	means an eligible person who has accepted an offer of Shares under the Placement
Proxy Form	means the online proxy form.
Placement	means the binding subscriptions accepted from professional and sophisticated investors for the issue of 20,689,658 Shares at an issue price of $0.0725 per Share to raise a total of $1.5 million (before costs) as announced by the Company on 22 June 2026
Placement Share	Means the Shares issued under the Placement.
Related Party	has the meaning given to that term in Chapter 19 of the ASX Listing Rules.
Resolution(s)	means the resolution(s) contained in the Notice of General Meeting.
Shareholders	means the holders of all Shares issued in the Company and **Shareholder** means any one of them.
Shares	means the fully paid ordinary shares on issue in the capital of the Company and **Share** means any one of them.
Tranche 1 Placement Shares	means 15,596,652 Placement Shares, which were issued under the Company's available placement capacity at the time of issue.
Tranche 2 Placement Shares	means up to 5,093,006 Placement Shares, which were not issued as part of tranche 1 of the Placement as they exceeded the Company's available placement capacity at the time of issue.
VWAP	means volume weighted average price.

Section B – Notice of General Meeting

Time and place

Notice is hereby given that the General Meeting will be held as follows:

- Held: in person at Level 15, 100 Edward Street, Brisbane, Queensland
- Commencing: at 11.00 am AEST (Brisbane time) on 12 August 2026.

Explanatory Statement

The Explanatory Statement, which accompanies and forms part of this Notice of General Meeting, describes the matters to be considered at the General Meeting.

Defined terms

Terms used in this Notice of General Meeting have the meaning given to them in the Glossary in **Section A** of the Notice of General Meeting & Explanatory Statement.

ORDINARY BUSINESS

1. Resolution 1: Ratification of prior issue of Tranche 1 Placement Shares

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 15,596,652 Tranche 1 Placement Shares to sophisticated, professional and other exempt investors, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- any person who participated in the issue; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the General Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2: Issue of Tranche 2 Placement Shares

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 5,093,006 Tranche 2 Placement Shares to sophisticated, professional and other exempt investors, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the General Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3: Issue of Attaching Options

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 10,344,829 Attaching Options to the sophisticated, professional and other exempt investors who participated in the Placement (or their nominee(s)), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution 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 (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the General Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4: Issue of Broker Options

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 20,689,658 Broker Options to the Lead Manager (or their nominee(s)), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- Harbour City Corporate Pty Ltd ACN 691 700 959 (or their nominee(s)) or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the General Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5: Issue of Shares and Attaching Options to Director – Mr Alan Broome

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 551,724 Shares and 275,862 Attaching Options to Mr Alan Broome (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- Mr Alan Broome (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the General Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6: Issue of Shares and Attaching Options to Director – Mr Stuart McClure

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 155,172 Shares and 77,586 Attaching Options to Mr Stuart McClure (or his nominee(s)), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- Mr Stuart McClure (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the General Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7: Issue of Shares and Attaching Options to Managing Director – Mr Scott Winter

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 275,862 Shares and 137,931 Attaching Options to Mr Scott Winter (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- Mr Scott Winter (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the General Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 8: Issue of Shares and Attaching Options to executives

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 728,689 Shares and 364,344 Attaching Options to executives (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- the executives (or their nominee(s)) or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the General Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Constitution.

Section C – How to vote

1. How to vote

If you are entitled to vote at the General Meeting, you may vote by attending the General Meeting in person, by proxy by lodging your online Proxy Form at: https://singleholding.automic.com.au/login (as outlined in the Notice & Access letter or using the personalised link sent to all Shareholders who have elected to receive online communications for notices of meetings), or, in the case of corporate Shareholders, by appointing a corporate representative.

2. Your vote is important

The business of the General Meeting affects your shareholding and your vote is important.

3. Corporations

To vote at the General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. Alternatively, a corporation may appoint a proxy.

4. Voting in person

To vote in person, attend the General Meeting on the date and at the time and place set out above in this Notice of General Meeting & Explanatory Statement.

5. Voting by proxy

All Shareholders who are entitled to participate in and vote at the General Meeting have the right to appoint a proxy to participate in the General Meeting and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

(a) if a proxy votes, they must cast all directed proxies as directed; and

(b) any directed proxies which are not voted will automatically default to the Chair, which must vote the proxies as directed.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown at the top of your holding statement. For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at https://www.automicgroup.com.au/virtual-meeting guide
By post	Automic, GPO Box 5193, Sydney NSW 2001

By hand	Automic, Level 5, 126 Philip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours before the General Meeting (i.e. by 11.00 am AEST (Brisbane time) on 10 August 2026. Proxy Forms received later than this time will be invalid.

You can direct your proxy on how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the Voting Form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your Proxy Form you are expressly authorising the Chair to vote in favour of each item of business, even where an item of business is directly or indirectly connected to the remuneration of a member of the Key Management Personnel of the Company. The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions and prohibitions.

You cannot lodge a direct vote and appoint a proxy for the same voting rights. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the General Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

6. Eligibility to vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the General Meeting are those that are registered Shareholders at 7:00 p.m. AEST (Brisbane time) on 10 August 2026. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

7. Voting procedure – on a poll

Every question arising at this General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present at the General Meeting either in person or by proxy will have one vote for each voting Share held by that person.

8. Enquiries

For all enquiries, please contact the Company Secretary, Mr Adam Gallagher, by email at adam@criticalmineralsgroup.com.au.

Section D – Explanatory Statement

This Explanatory Statement forms part of the Notice of General Meeting convening the General Meeting of Shareholders of the Company to be held commencing at 11.00 am AEST (Brisbane time) on 12 August 2026 in person at Level 15, 100 Edward Street, Brisbane, Queensland.

Refer to **Section C** for details on how to attend and vote at the General Meeting.

This Explanatory Statement is to be read in conjunction with the Notice of General Meeting.

Purpose

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the General Meeting.

The Directors recommend Shareholders read the Notice of General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of General Meeting.

Defined terms

Terms used in this Explanatory Statement have the meaning given to them in the Glossary in **Section A** of the Notice of General Meeting & Explanatory Statement.

ORDINARY BUSINESS

1 Resolution 1: Ratification of prior issue of Tranche 1 Placement Shares

1.1 General

The Company refers to the background information relating to the Placement contained in the Letter from the Chair.

Resolution 1 seeks Shareholder ratification under Listing Rule 7.4 for the prior issue of 15,596,652 Tranche 1 Placement Shares to sophisticated, professional and other exempt investors at an issue price of $0.0725 per Share. The Tranche 1 Placement Shares were issued under the Company’s available placement capacity under ASX Listing Rule 7.1.

Resolution 1 is an ordinary resolution.

1.2 ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, ASX 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 securities it had on issue at the start of that period.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions listed in ASX Listing Rule 7.2 and, as it has not yet been approved by the Shareholders, it effectively uses all of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the date of issue of the Tranche 1 Placement Shares.

ASX Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issue under ASX Listing Rule 7.1.

To that end, Resolution 1 seeks Shareholder approval for the prior issue of the Tranche 1 Placement Shares under and for the purposes of ASX Listing Rule 7.4.

1.3 Effect of Shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 1 is passed, the issue of the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% placement capacity under ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Tranche 1 Placement Shares.

If Resolution 1 is not passed, the issue of the Tranche 1 Placement Shares will be included in calculating the Company's 15% placement capacity in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Tranche 1 Placement Shares.

1.4 Technical information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, information regarding the issue of the Tranche 1 Placement Shares is provided as follows:

The names of the persons to whom the Company issued the securities or the basis on which those persons were identified or selected *ASX Listing Rule 7.5.1*	The 15,596,652 Tranche 1 Placement Shares were issued to sophisticated and professional investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act and who were either known by the Company or introduced to the Company by the Lead Manager. None of these participants are a Related Party of the Company or a party to whom ASX Listing Rule 10.11 would apply. Other than Harbour City Prime Pty Ltd, a related entity of the Lead Manager Harbour City Corporate Pty Ltd, no investors who participated in the issue were material investors whose identity is required to be disclosed under ASX Guidance Note 21.
The number and class of securities issued *ASX Listing Rule 7.5.2*	15,596,652 Tranche 1 Placement Shares were issued by the Company pursuant to ASX Listing Rule 7.1. They are fully paid ordinary shares in the Company.
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities *ASX Listing Rule 7.5.3*	N/A.
The date on which the securities were issued *ASX Listing Rule 7.5.4*	The 15,596,652 Tranche 1 Placement Shares were issued by the Company on 29 June 2026.
The price or other consideration the entity has received or will receive for the issue *ASX Listing Rule 7.5.5*	$1,130,757.27, being $0.0725 per Placement Share.
The purpose of the issue, including the intended use of the funds raised *ASX Listing Rule 7.5.6*	Proceeds will be used to progress offtake negotiations, Definitive Feasibility Study planning, vanadium electrolyte facility workstreams, Lindfield West activities, general working capital and to fund the costs associated with the Placement.

If the securities were issued under an agreement, a summary of the material terms of the agreement *ASX Listing Rule 7.5.7*	No further terms to disclose.
Voting exclusion statement *ASX Listing Rule 7.5.8*	A voting exclusion statement is contained in Resolution 1.

1.5 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 1.

Resolution 1 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 1.

2 Resolution 2: Issue of Tranche 2 Placement Shares

2.1 General

The Company refers to the background information relating to the Placement contained in the Letter from the Chair.

Resolution 2 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of up to 5,093,006 Tranche 2 Placement Shares to sophisticated, professional and other exempt investors at an issue price of $0.0725 per Share.

Resolution 2 is an ordinary resolution.

2.2 ASX Listing Rule 7.1

Please refer to the Explanatory Statement for Resolution 1 for information about ASX Listing Rule 7.1.

The agreement to issue the Tranche 2 Placement Shares does not fall within any of the exceptions to ASX Listing Rule 7.1 and would have exceeded the 15% limit in ASX Listing Rule 7.1 at the time of the agreement. As such, the agreement to issue (and the issue) of the Tranche 2 Placement Shares was conditional on, and requires, the approval of Shareholders under ASX Listing Rule 7.1.

2.3 Effect of Shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 2 is passed, the Company will be able to issue up to 5,093,006 Tranche 2 Placement Shares to Placement participants (or their nominees) without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and will not raise the full amount under the Placement.

2.4 Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, information regarding the issue of the Tranche 2 Placement Shares is provided as follows:

The names of the persons to whom the Company will issue the securities or the basis upon which those persons were or will be identified or selected *ASX Listing Rule 7.3.1*	The 5,093,006 Tranche 2 Placement Shares are to be issued to sophisticated and professional investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act and who were either known by the Company or introduced to the Company by the Lead Manager. None of these participants are a Related Party of the Company or a party to whom ASX Listing Rule 10.11 would apply. Other than Harbour City Prime Pty Ltd, a related entity of the Lead Manager Harbour City Corporate Pty Ltd, no investors who participated in the issue were material investors whose identity is required to be disclosed under ASX Guidance Note 21.
Number and class of securities to be issued *ASX Listing Rule 7.3.2*	The maximum number of securities to be issued is 5,093,006 ordinary class shares in the Company.
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities *ASX Listing Rule 7.3.3*	N/A.
Date by which the securities will be issued *ASX Listing Rule 7.3.4*	The Tranche 2 Placement Shares are expected to be issued on or about 14 August 2026 and, in any event, no later than 3 months after the date of this Meeting (or such later date permitted by an ASX waiver or modification to the ASX Listing Rules).
The price or other consideration the entity will receive for the securities *ASX Listing Rule 7.3.5*	Up to $369,242.94, being $0.0725 per Placement Share.
The purpose of the issue, including the intended use of the funds raised *ASX Listing Rule 7.3.6*	Proceeds will be used to progress offtake negotiations, Definitive Feasibility Study planning, vanadium electrolyte facility workstreams, Lindfield West activities, for general working capital and to fund the costs associated with the Placement.
If the securities are being issued under an agreement, a summary of the material terms of the agreement *ASX Listing Rule 7.3.7*	No further terms to disclose.
If the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover *ASX Listing Rule 7.3.8*	N/A.
Voting exclusion statement *ASX Listing Rule 7.3.9*	A voting exclusion statement is contained in Resolution 2.

2.5 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 2.

Resolution 2 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 2.

3 Resolution 3: Issue of Attaching Options

3.1 General

The Company refers to the background information relating to the Placement contained in the Letter from the Chair.

Participants in the Placement are entitled to receive one free Attaching Option for every two Placement Shares subscribed for. A total of up to 10,344,829 Attaching Options are to be issued to the sophisticated and professional investor participants in the Placement (or their nominee(s)). For clarity, this Resolution does not relate to the issue of Attaching Options to Directors and executives, which is the subject of Resolution 5, Resolution 6, Resolution 7 and Resolution 8.

Resolution 3 seeks Shareholder approval for the issue of up to 10,344,829 Attaching Options under ASX Listing Rule 7.1.

Resolution 3 is an ordinary resolution.

3.2 ASX Listing Rule 7.1

Please refer to the Explanatory Statement for Resolution 1 for information about ASX Listing Rule 7.1.

The agreement to issue the Attaching Options does not fall within any of the exceptions to ASX Listing Rule 7.1 and would have exceeded the 15% limit in ASX Listing Rule 7.1 at the time of the agreement. As such, the agreement to issue (and the issue) of the Attaching Options was conditional on, and requires, the approval of Shareholders under ASX Listing Rule 7.1.

3.3 Effect of Shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 3 is passed, the Company will be able to issue up to 10,344,829 Attaching Options to Placement participants (or their nominees) without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Attaching Options under the Placement.

3.4 Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, information regarding the issue of the Attaching Options is provided as follows:

The names of the persons to whom the Company will issue the securities or the basis upon which those persons were or will be identified or selected *ASX Listing Rule 7.3.1*	Up to 10,344,829 Attaching Options will be issued to the sophisticated and professional investors who participated in the Placement. None of these participants are Related Parties of the Company or a party to whom ASX Listing Rule 10.11 would apply. Other than Harbour City Prime Pty Ltd, a related entity of the Lead Manager Harbour City Corporate Pty Ltd, no investors who will participate in the issue are material investors whose identity is required to be disclosed under ASX Guidance Note 21.

Number and class of securities to be issued *ASX Listing Rule 7.3.2*	Up to 10,344,829 Attaching Options.
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities *ASX Listing Rule 7.3.3*	Each Attaching Option is exercisable at $0.12 and expires 30 months from the date of issue. A summary of key terms of the Attaching Options is set out in **Schedule 1**.
Date by which the securities will be issued *ASX Listing Rule 7.3.4*	The Attaching Options are expected to be issued on or about 14 August 2026 and, in any event, no later than 3 months after the date of this Meeting (or such later date permitted by an ASX waiver or modification to the ASX Listing Rules).
The price or other consideration the entity will receive for the securities *ASX Listing Rule 7.3.5*	The Attaching Options will be issued for nil consideration, as free attaching options.
The purpose of the issue, including the intended use of the funds raised *ASX Listing Rule 7.3.6*	The issue of Attaching Options forms part of the capital raising announced to ASX on 22 June 2026. No funds will be raised from their issue, however proceeds may be received on exercise of the Attaching Options. If the maximum number of Attaching Options are issued and all such Attaching Options are exercised, the Company will raise $1,241,379.48 (before costs) which the Company intends to use for the development of the Company's projects.
If the securities are being issued under an agreement, a summary of the material terms of the agreement *ASX Listing Rule 7.3.7*	No further terms to disclose.
If the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover *ASX Listing Rule 7.3.8*	N/A.
Voting exclusion statement *ASX Listing Rule 7.3.9*	A voting exclusion statement is contained in Resolution 3.

3.5 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 3.

Resolution 3 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 3.

4 Resolution 4: Issue of Broker Options

4.1 General

In connection with the Placement, the Company agreed to issue up to 20,689,658 Broker Options to the Lead Manager (or their nominee(s)) as part of their fees for managing the Placement. This represents one Broker Option for every Placement Share issued.

Resolution 4 seeks shareholder approval under ASX Listing Rule 7.1 for the issue of up to 20,689,658 Broker Options.

Resolution 4 is an ordinary resolution.

4.2 ASX Listing Rule 7.1

Please refer to the Explanatory Statement for Resolution 1 for information about ASX Listing Rule 7.1.

The agreement to issue the Broker Options does not fall within any of the exceptions to ASX Listing Rule 7.1 and would have exceeded the 15% limit in ASX Listing Rule 7.1 at the time of the agreement. As such, the agreement to issue (and the issue) of the Broker Options was conditional on, and requires, the approval of Shareholders under ASX Listing Rule 7.1.

4.3 Effect of Shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 4 is passed, the Company will be able to issue up to 20,689,658 Broker Options without using its 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not issue the Broker Options pursuant to the agreement with the Lead Manager.

4.4 Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, information regarding the issue of the Broker Options is provided as follows:

The names of the persons to whom the Company will issue the securities or the basis upon which those persons were or will be identified or selected *ASX Listing Rule 7.3.1*	The Broker Options are proposed to be issued to Harbour City Corporate Pty Ltd (or their nominee(s)), the Lead Manager to the Placement. Harbour City Corporate Pty Ltd is not a Related Party of the Company or an entity to whom ASX Listing Rule 10.11 would apply.
Number and class of securities to be issued *ASX Listing Rule 7.3.2*	Up to 20,689,658 Broker Options, with final number to be determined following the issue of Placement Shares.
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities *ASX Listing Rule 7.3.3*	Each Broker Option is exercisable at $0.12 and expires 30 months from the date of issue. A summary of key terms of the Broker Options is set out in **Schedule 1**.
Date by which the securities will be issued *ASX Listing Rule 7.3.4*	The Broker Options are expected to be issued no later than 3 months after the date of this Meeting (or such later date as permitted by an ASX waiver or modification to the ASX Listing Rules).

The price or other consideration the entity will receive for the securities *ASX Listing Rule 7.3.5*	The Broker Options will be issued for nil consideration as part of the Placement fee arrangements.
The purpose of the issue, including the intended use of the funds raised *ASX Listing Rule 7.3.6*	The Broker Options form part of the compensation package agreed with the Lead Manager for managing the Placement. No funds will be raised from their issue, but proceeds may be received on exercise. If the maximum number of Broker Options are issued and all such Broker Options are exercised, the Company will raise $2,482,758.96 (before costs) which the Company intends to use for the development of the Company's projects.
If the securities are being issued under an agreement, a summary of the material terms of the agreement *ASX Listing Rule 7.3.7*	No further terms to disclose.
If the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover *ASX Listing Rule 7.3.8*	N/A.
Voting exclusion statement *ASX Listing Rule 7.3.9*	A voting exclusion statement is contained in Resolution 4.

4.5 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 4.

Resolution 4 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 4.

5 Resolution 5, Resolution 6 and Resolution 7: Issue of Shares and Attaching Options to Directors– Mr Alan Broome, Mr Stuart McClure and Mr Scott Winter

5.1 General

The Company refers to the background information relating to the Placement contained in the Letter from the Chair.

As announced on 22 June 2026, Directors and executives of the Company agreed to receive an aggregate remuneration amount of $124,080 through the issue of 1,711,447 Shares, subject to Shareholder approval.

Mr Alan Broome and Mr Stuart McClure have agreed to be issued an aggregate amount of 706,896 Shares, in lieu of an aggregate amount of $51,250 of cash remuneration for director fees (**Director Fee Shares**). Mr Scott Winter has agreed to be issued 275,862 Shares in lieu of $20,000 of cash remuneration for short-term incentives (**Director Incentive Shares**).

The Director Fee Shares and Director Incentive Shares will be issued at a deemed issue price of $0.0725 per Share, on identical terms as the Placement. Consistent with the terms of the Placement, each Director is also entitled to receive one Attaching Option for every two Shares issued. As noted above, each Attaching Option is exercisable at $0.12 and expires 30 months from the date of issue.

Resolution 5 seeks Shareholder approval to issue 551,724 Director Fee Shares and 275,862 Attaching Options to Mr Alan Broome (or his nominee(s)) in lieu of $40,000 worth of Directors' fees incurred during the 2026 financial year.

Resolution 6 seeks Shareholder approval to issue 155,172 Director Fee Shares and 77,586 Attaching Options to Mr Stuart McClure (or his nominee(s)) in lieu of $11,250 worth of Directors' fees incurred during the 2026 financial year.

Resolution 7 seeks Shareholder approval to issue 275,862 Director Incentive Shares and 137,931 Attaching Options to Mr Scott Winter (or his nominee(s)) in lieu of $20,000 worth of short-term incentive remuneration that Mr Winter was entitled to in relation to the 2024 and 2025 financial years.

The proposed issues are a cost-effective and efficient means of remunerating the Directors and preserving the Company's cash reserves.

Shareholder approval is being sought for the purposes of ASX Listing Rule 10.11 and for all other purposes to approve the issue of Director Fee Shares and Attaching Options to Mr Alan Broome as per Resolution 5 and Mr Stuart McClure as per Resolution 6 and the issue of Director Incentive Shares and Attaching Options Mr Scott Winter as per Resolution 7, on the terms and conditions set out in this Explanatory Statement.

Resolution 5, Resolution 6 and Resolution 7 are ordinary resolutions.

5.2 ASX Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to (among others) a related party or an associate (as defined in the ASX Listing Rules) of a Related Party unless it obtains the approval of its shareholders. A "Related Party" includes a director.

Mr Alan Broome is a Director of the Company and therefore a Related Party for the purposes of ASX Listing Rule 10.11.1. As such, the proposed issue of 551,724 Director Fee Shares and 275,862 Attaching Options to Mr Alan Broome (or his nominee(s)) falls within the scope of ASX Listing Rule 10.11. Accordingly, Shareholder approval is required under ASX Listing Rule 10.11.

Mr Stuart McClure is a Director of the Company and therefore a Related Party for the purposes of ASX Listing Rule 10.11.1. As such, the proposed issue of 155,172 Director Fee Shares and 77,586 Attaching Options to Mr Stuart McClure (or his nominee(s)) falls within the scope of ASX Listing Rule 10.11. Accordingly, Shareholder approval is required under ASX Listing Rule 10.11.

Mr Scott Winter is the Managing Director of the Company and therefore a Related Party for the purposes of ASX Listing Rule 10.11.1. As such, the proposed issue of 275,862 Director Incentive Shares and 137,931 Attaching Options to Mr Scott Winter (or his nominee(s)) falls within the scope of ASX Listing Rule 10.11. Accordingly, Shareholder approval is required under ASX Listing Rule 10.11.

In accordance with ASX Listing Rule 7.2 (Exception 14), Shareholder approval under ASX Listing Rule 10.11 would also mean that the issue of Director Fee Shares, Director Incentive Shares and Attaching Options will not count towards the Company's 15% placement capacity under ASX Listing Rule 7.1.

5.3 Effect of Shareholder approval (information required under ASX Listing Rule 14.1A)

If the relevant Resolution is passed, the Company will be able to proceed with the issue of Director Fee Shares or Director Incentive Shares (as applicable) and Attaching Options to the relevant Director (or their nominee(s)).

If the relevant Resolution is not passed, the Company will not be able to issue the Director Fee Shares or Director Incentive Shares (as applicable) and Attaching Options to the relevant Director (or their nominee(s)), and the Company will be required to find an alternative means of settling the relevant Directors' fees (which could include utilisation of the cash reserves of the Company).

5.4 Technical information required by ASX Listing Rule 10.13

For the purposes of ASX Listing Rule 10.13, information regarding the issue of the Director Fee Shares, Director Incentive Shares and Attaching Options to the Directors in lieu of cash remuneration is provided as follows:

The names of the person *ASX Listing Rule 10.13.1*	The Shares and Attaching Options will be issued to the following persons: • Mr Alan Broome (or his nominee(s)) pursuant to Resolution 5; and • Mr Stuart McClure (or his nominee(s)) pursuant to Resolution 6 • Mr Scott Winter (or his nominee(s)) pursuant to Resolution 7.
Which category in rules 10.11.1-10.11.5 applies and why *ASX Listing Rule 10.13.2*	Mr Alan Broome and Mr Stuart McClure are Directors of the Company and Mr Scott Winter is the Managing Director of the Company. Therefore, Mr Alan Broome, Mr Stuart McClure and Mr Scott Winter fall within the category set out in Listing Rule 10.11.1 by virtue of being Directors. Any nominee(s) of the Directors constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number and class of securities to be issued *ASX Listing Rule 10.13.3*	The maximum number of Shares to be issued to the Directors (or their nominee(s)) is 982,758 and the maximum number of Attaching Options to be issued to the Directors (or their nominee(s)) is 491,379, comprising: • 551,724 fully paid ordinary shares and 275,862 Attaching Options to Mr Alan Broome (or his nominee(s)) pursuant to Resolution 5; • 155,172 fully paid ordinary shares and 77,586 Attaching Options to Mr Stuart McClure (or his nominee(s)) pursuant to Resolution 6; and • 275,862 fully paid ordinary shares and 137,931 Attaching Options to Mr Scott Winter (or his nominee(s)) pursuant to Resolution 7.
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities *ASX Listing Rule 10.13.4*	Each Attaching Option is exercisable at $0.12 and expires 30 months from the date of issue. A summary of key terms of the Attaching Options is set out in **Schedule 1**. For the avoidance of doubt, the Director Fee Shares and Director Incentive Shares to be issued are fully paid ordinary shares.
Date by which the securities will be issued *ASX Listing Rule 10.13.5*	The securities are expected to be issued on or about 14 August 2026 and, in any event, no later than 1 month after the date of this Meeting (or such later date permitted by an ASX waiver or modification to the ASX Listing Rules).
The price or other consideration the entity will receive for the issue *ASX Listing Rule 10.13.6*	The Director Fee Shares and Director Incentive Shares will be issued for nil cash consideration as they will be granted as part of the Director's remuneration package, and therefore no funds will be raised from the issue of Director Fee Shares and Director Incentive Shares. The Attaching Options will be issued for nil consideration, as free attaching options.
The purpose of the issue, including the intended use of the funds raised	The proposed issue of Director Fee Shares, Director Incentive Shares and Attaching Options is to be made in lieu of cash remuneration for Director fees and short-term incentive remuneration. Accordingly, the purpose of the issue is to remunerate and (where applicable) settle cash incentives payable to

<table>
<tr><td>ASX Listing Rule 10.13.7</td><td>Directors.

No funds will be raised from the issue of Director Fee Shares, Director Incentive Shares and Attaching Options, but proceeds may be received on exercise of the Attaching Options. If all Attaching Options issued to the Directors are exercised, the Company will raise $58,965.48 (before costs) which the Company intends to use for the development of the Company's projects.</td></tr>
<tr><td>If the person is a director (or an associate of a director) and the issue is intended to incentivise or remunerate the director, details of the director's current total remuneration package

ASX Listing Rule 10.13.8</td><td>Yes, the proposed issue of:

Director Fee Shares and Attaching Options are intended to remunerate Mr Alan Broome and Mr Stuart McClure in lieu of cash payment for a portion of their director fees; and the
Director Incentive Shares and Attaching Options are intended to remunerate Mr Scott Winter in lieu of cash payment for a portion of his short-term incentives.

A summary of the relevant Directors' current total remuneration packages is set out in the table below: A summary of the relevant Directors' current total remuneration packages is set out in the table below:
<table>
<tr><th></th><th colspan="2">Short-term benefits</th><th rowspan="2">Super</th><th rowspan="2">Total</th></tr>
<tr><th></th><th>Salary and fees</th><th>Bonus</th></tr>
<tr><td>Alan Broome</td><td>80,000</td><td>0</td><td>0</td><td>80,000</td></tr>
<tr><td>Stuart McClure</td><td>45,000</td><td>0</td><td>0</td><td>45,000</td></tr>
<tr><td>Scott Winter</td><td>380,000</td><td>114,000</td><td>30,000</td><td>524,000</td></tr>
</table></td></tr>
<tr><td>If the securities are being issued under an agreement, a summary of the material terms of the agreement

ASX Listing Rule 10.13.9</td><td>No further terms to disclose.</td></tr>
<tr><td>Voting exclusion statement

ASX Listing Rule 10.13.10</td><td>A voting exclusion statement is contained in Resolution 5, Resolution 6 and Resolution 7.</td></tr>
</table>

5.5 Recommendation and voting requirements

With respect to Resolution 5, Mr Stuart McClure, Mr Scott Winter and Mr Steven Kovac recommend, for the reasons set out above, that Shareholders vote in favour of Resolution 5. As Mr Alan Broome is interested in the outcome of Resolution 5, he makes no recommendation to Shareholders in respect of that Resolution.

With respect to Resolution 6, Mr Alan Broome, Mr Scott Winter and Mr Steven Kovac recommend, for the reasons set out above, that Shareholders vote in favour of Resolution 6. As Mr Stuart McClure is interested in the outcome of Resolution 6, he makes no recommendation to Shareholders in respect of that Resolution.

With respect to Resolution 7, Mr Stuart McClure, Mr Alan Broome and Mr Steven Kovac recommend, for the reasons set out above, that Shareholders vote in favour of Resolution 7. As Mr Scott Winter is interested in the outcome of Resolution 7, he makes no recommendation to Shareholders in respect of that Resolution.

Resolution 5, Resolution 6 and Resolution 7 are each an ordinary resolution and so require the approval of more than 50% of the votes cast by Shareholders.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 5, Resolution 6 and Resolution 7.

6 Resolution 8: Issue of Shares and Attaching Options to executives

6.1 General

The Company refers to the background information relating to the Placement contained in the Letter from the Chair.

As announced on 22 June 2026, Directors and executives of the Company agreed to receive an aggregate remuneration amount of $124,080 through the issue of 1,711,447 Shares, subject to Shareholder approval.

Executives have agreed to be issued an aggregate amount of 728,689 Shares, in lieu of $52,830 in cash remuneration for short-term incentives (**Executive Incentive Shares**). The Executive Incentive Shares will be issued at a deemed issue price of $0.0725 per Share, on identical terms as the Placement. Consistent with the terms of the Placement, each executive is also entitled to receive one Attaching Option for every two Shares issued (**Attaching Option**). As noted above, each Attaching Option is exercisable at $0.12 and expires 30 months from the date of issue.

Resolution 8 seeks Shareholder approval to issue 728,689 Executive Incentive Shares and 364,344 Attaching Options to executives (or their nominee(s)) in lieu of $52,830 cash remuneration, in respect of short-term incentive remuneration for the financial year 2025. The executives are not Related Parties of the Company for the purposes of ASX Listing Rule 10.11. For clarity, even though Scott Winter is an executive of the Company, this Resolution does not apply to him (and Equity Securities to be issued to Mr Winter is the subject of Resolution 7).

The proposed issue will be a cost-effective and efficient means of remunerating the executives and preserving the Company's cash reserves.

Shareholder approval is being sought for the purposes of ASX Listing Rule 7.1 and for all other purposes to approve the issue of Executive Incentive Shares and Attaching Options to executives as per Resolution 8, on the terms and conditions set out in this Explanatory Statement.

Resolution 8 is an ordinary resolution.

6.2 ASX Listing Rule 7.1

Please refer to the Explanatory Statement for Resolution 1 for information about ASX Listing Rule 7.1.

The agreement to issue the Executive Incentive Shares and Attaching Options does not fall within any of the exceptions to ASX Listing Rule 7.1 and would have exceeded the 15% limit in ASX Listing Rule 7.1 at the time of the agreement. As such, the agreement to issue (and the issue) of the Executive Incentive Shares and Attaching Options was conditional on, and requires, the approval of Shareholders under ASX Listing Rule 7.1.

6.3 Effect of Shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 8 is passed, the Company will be able to issue the Executive Incentive Shares and Attaching Options to executives (or their nominee(s)), without using its 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to issue the Executive Incentive Shares and Attaching Options, and may need to satisfy the relevant remuneration obligation in cash or by other means.

6.4 Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, information regarding the issue of the Executive Incentive Shares and Attaching Options is provided as follows:

The names of the persons to whom the Company will issue the securities or the basis upon which those persons were or will be identified or selected *ASX Listing Rule 7.3.1*	The 728,689 Executive Incentive Shares and 364,344 Attaching Options will be issued to executives (or their nominee(s)) of the Company. None of these participants are Related Parties of the Company or a party to whom ASX Listing Rule 10.11 would apply.
Number and class of securities to be issued *ASX Listing Rule 7.3.2*	The maximum number of fully paid ordinary shares to be issued to the executives is 728,689 and the maximum number of Attaching Options to be issued to the executives is 364,344.
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities *ASX Listing Rule 7.3.3*	Each Attaching Option is exercisable at $0.12 and expires 30 months from the date of issue. A summary of key terms of the Attaching Options is set out in **Schedule 1**. For the avoidance of doubt, the Executive Incentive Shares to be issued are fully paid ordinary shares.
Date by which the securities will be issued *ASX Listing Rule 7.3.4*	The Executive Incentive Shares and Attaching Options are expected to be issued on or about 14 August 2026 and, in any event, no later than 3 months after the date of this Meeting (or such later date permitted by an ASX waiver or modification to the ASX Listing Rules).
The price or other consideration the entity will receive for the securities *ASX Listing Rule 7.3.5*	The Executive Incentive Shares will be issued for nil cash consideration as they will be granted as part of the executive's remuneration package, and therefore no funds will be raised from the issue of Executive Incentive Shares. The Attaching Options will be issued for nil consideration, as free attaching options.
The purpose of the issue, including the intended use of the funds raised *ASX Listing Rule 7.3.6*	The proposed issue of Executive Incentive Shares and Attaching Options is to be made in lieu of cash remuneration for short-term incentive remuneration. Accordingly, the purpose of the issue is to remunerate and incentivise executives. No funds will be raised from the issue of the Executive Incentive Shares and Attaching Options, but proceeds may be received on exercise of the Attaching Options. If all Attaching Options issued to the executives are exercised, the Company will raise $43,721.28 (before costs) which the Company intends to use for the development of the Company's projects.
If the securities are being issued under an agreement, a summary of the material terms of the agreement *ASX Listing Rule 7.3.7*	No further terms to disclose.
If the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover *ASX Listing Rule 7.3.8*	N/A.

Voting exclusion statement *ASX Listing Rule 7.3.9*	A voting exclusion statement is contained in Resolution 8.

6.5 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 8.

Resolution 8 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 8.

Schedule 1 – Summary of the Attaching Options and Broker Options

(1) **Entitlement**

Subject to adjustment in accordance with these terms and conditions, each Option entitles the holder of the Option (**Option holder**) to subscribe for one (1) unissued Share upon payment of the Exercise Price (as defined below) before the Expiry Date (as defined below).

(2) **Exercise Price**

The exercise price of each Option is $0.12 (**Exercise Price**).

(3) **Expiry Date**

An Option is exercisable at any time after the date of issue and on or before 30 months from the date of issue (**Expiry Date**). Options that are not exercised by the Expiry Date shall lapse.

(4) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company and payment of the Exercise Price (in Australian currency by electronic funds transfer or other means of payment acceptable to the Company) for each Option being exercised. Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(5) **Minimum number of Options exercised**

The Option holder may not exercise less than 1,000 Options at any one time, unless the Option holder has less than 1,000 Options in which case the Option holder must exercise all their Options together.

(6) **No quotation of Options**

The Options will not be quoted on ASX.

(7) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the Shares of the Company on issue.

(8) **Quotation of shares on exercise**

An application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(9) **Timing of issue of Shares**

After an Option is validly exercised, the Company must as soon as possible:

(i) issue the Share; and

(ii) do all such acts matters and things to obtain the grant of quotation for the Share on ASX no later than 5 Business Days from the date of exercise of the Option.

(10) **Participation in new issues**

An Option holder may participate in new issues of equity securities to holders of Shares if and to the extent that:

(i) an Option has been exercised; and

(ii) a Share has been issued in respect of the exercise before the record date for determining entitlements to the new issue.

Option holders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide Option holders with notice prior to the record date to determine entitlement to any new issue of securities made to Shareholders generally, in accordance with the requirements of the ASX Listing Rules.

(11) **Adjustments for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder may be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation. An Option holder has no other rights in relation to a change in the Exercise Price or a change to the number of Shares over which the Options can be exercised.

(12) **Voting and dividend rights**

The Options carry no rights to vote at a meeting of Shareholders, and no rights to dividends.

(13) **Transferability**

The Options are not transferable

Critical Minerals Group

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Critical Minerals Group Limited | ABN 91 652 994 726

Your proxy voting instruction must be received by **11:00am (AEST) on Monday, 10 August 2026**, 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://portal.automic.com.au/investor/home 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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Critical Minerals Group Limited, to be held at **11:00am (AEST) on Wednesday, 12 August 2026 at Level 15, 100 Edward Street, Brisbane, Queensland** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: 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. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking 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
1	Ratification of prior issue of Tranche 1 Placement Shares			
2	Approval for the issue of Tranche 2 Placement Shares			
3	Issue of Attaching Options			
4	Issue of Broker Options			
5	Issue of Shares and Attaching Options to Director – Mr Alan Broome, in lieu of cash remuneration			
6	Issue of Shares and Attaching Options to Director – Mr Stuart McClure, in lieu of cash remuneration			
7	Issue of Shares and Attaching Options to Managing Director – Mr Scott Winter, in lieu of cash remuneration			
8	Issue of Shares and Attaching Options to executives			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	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).

AUTOMIC

CMG

Critical Minerals Group

Critical Minerals Group Limited | ABN 91 652 994 726

All Registry communications to:
Automic
Group GPO
Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: CMG

SAMPLE ONLY

14 July 2026

Upcoming General Meeting of Shareholders

Dear Shareholder,

Critical Minerals Group Limited ACN 652 994 726 (ASX: **CMG** or "the **Company**"), advises that a General Meeting will be held at Level 15, 100 Edward Street, Brisbane, Queensland, on Wednesday, 12 August 2026 at 11.00 am (AEST) (**Meeting**).

Notice of Meeting
The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at https://investors.criticalmineralsgroup.com.au/announcements or the Company's ASX market announcements platform at www.asx.com.au (ASX: CMG).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'View Meetings' – 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting
Shareholders can contact the Company Secretary with any questions prior to the meeting via email at adam@criticalmineralsgroup.com.au.

Copies of all Meeting-related material, including the Notice, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Authorised for lodgement with the ASX by the Company Secretary.