Announcement Summary

Entity name

CRITICAL MINERALS GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

4/11/2026

The Proposed issue is:
A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
CMGAH	OPTION EXPIRING 01-MAR-2029 EX $0.12	10,000,000
CMG	ORDINARY FULLY PAID	183,333

Proposed +issue date

30/11/2026

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

CRITICAL MINERALS GROUP LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.
If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type	**Registration Number**
ACN	652994726

1.3 ASX issuer code

CMG

1.4 The announcement is
New announcement

1.5 Date of this announcement

4/11/2026

1.6 The Proposed issue is:
A placement or other type of issue

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?
Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	30/11/2026	Actual	

Comments

The shares are to be issued in lieu of cash payment for director fees and expenses under ASX Listing Rule 10.11 and the options are to be issued for nil cash consideration to the Company's former Lead Manager Harbour City Corporate Pty Ltd to give effect to the Deed of Termination and Release, subject to shareholder approval of Resolution 9 and Resolution 5 respectively, to be sought at the Annual General Meeting to be held on 30 November 2026. Refer to Resolution 9 and Resolution 5 of the explanatory statement in the Annual General Meeting notice released on 30 October 2026: https://asx.api.cmfyapp.com/asx-research/1.0/file/2924-03156047-2A1707291&v=undefined

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
No

Details of +securities proposed to be issued

ASX +security code and description

CMG : ORDINARY FULLY PAID

Number of +securities proposed to be issued

183,333

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
No

Please describe the consideration being provided for the +securities

The shares are to be issued in lieu of cash payment for director fees and expenses. Pursuant to the AGM Notice, this is the maximum number of securities that may be issued and the actual amount may be lower.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

11,000.000000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
No

Details of +securities proposed to be issued

ASX +security code and description

CMGAH : OPTION EXPIRING 01-MAR-2029 EX $0.12

Number of +securities proposed to be issued

10,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
No

Please describe the consideration being provided for the +securities

The options are to be issued for nil cash consideration to the Company's former Lead Manager Harbour City Corporate Pty Ltd to give effect to the Deed of Termination and Release.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.0000001

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

Part 7C - Timetable

7C.1 Proposed +issue date

30/11/2026

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?
Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

30/11/2026

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?
Yes

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?
No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?
No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?
No

7E.2 Is the proposed issue to be underwritten?
No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

N/A

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The shares are to be issued in lieu of cash payment for director fees and the options are to be issued to the Company's former Lead Manager Harbour City Corporate Pty Ltd.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?
No

7F.2 Any other information the entity wishes to provide about the proposed issue

Refer to Resolution 5 and Resolution 9 of the explanatory statement and Schedule 1 of the Annual General Meeting notice released on 30 October 2026: https://asx.api.cmfyapp.com/asx-research/1.0/file/2924-03156047-2A1707291&v=undefined

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:
The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)