

CRITICAL MINERAL RESOURCES PLC

(Registered in England and Wales with registered number 11043077)

Notice of Annual General Meeting

Notice is hereby given of the Annual General Meeting (“AGM”) of Critical Mineral Resources Plc, to be held at, Eccleston Yards, 25 Eccleston Place, London, United Kingdom, SW1W 9NF, on 26 June 2025 at 10 am, to consider the below resolutions, of which resolutions 1 to 6 will be proposed as ordinary resolutions and resolution 7, a special resolution.

You can register your vote(s) for the Annual General Meeting either:

- by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the onscreen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 9-12 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited in the form noted above, or made within CREST, by 10 am on 24 June 2025.

The completion and depositing of a Form of Proxy will not preclude a shareholder from attending and voting in person as provided above at the AGM.

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and adopt the Company’s annual accounts for the financial year ended 31 December 2024, together with the directors’ report and the independent auditor’s report on those accounts.
2. To re-elect Charles Long as Director of the Company, who retires by rotation, under the Articles of Association of the Company and, being eligible, offers himself up for re-election.
3. To re-elect Russell Thomson as Director of the Company, who retires by rotation, under the Articles of Association of the Company and, being eligible, offers himself up for re-election.
4. To re-appoint PKF Littlejohn LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the remuneration of the auditors.
5. That the Critical Mineral Resources plc 2024 Equity Incentive Scheme (the “**Scheme**”), a summary of the principal provisions of which is set out in Appendix 1 to the Notice of Annual General Meeting and a copy of which is produced to the meeting signed by the Chair for the purposes of identification be approved and adopted by the Company, and the directors be authorised to do all acts and things necessary to establish and carry the Scheme into effect.
6. That in substitution for all existing and unexercised authorities, the Directors of the Company be and are hereby generally and unconditionally authorised for the purpose of section 551 of the

Companies Act 2006 (“the Act”) to exercise all or any of the powers of the Company to allot Relevant Securities (as defined in this Resolution)

- (a) arising from the exercise of existing options, warrants and convertible loan notes outstanding at the date of this Resolution;
- (b) up to an aggregate amount of £ £490,196.08 in connection with the Third Tranche of the investment agreement with Gilini Holdings Ltd announced on 10 March 2025;
- (c) in addition to sub-paragraphs (a) and (b) above, up to an aggregate nominal amount of £1,353,915.

provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this Resolution, unless renewed or extended prior to such time except that the Directors of the Company may before the expiry of such period make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the Directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. In this Resolution, “Relevant Securities” means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company (“Shares”) but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employee’s share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares.

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as a special resolution:

7. That in substitution for all existing and unexercised authorities and subject to the passing of the preceding Resolution, the Directors of the Company be and are hereby empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by the preceding Resolution as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this Resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited to:
 - (a) the allotment of ordinary shares of 1p each in the capital of the Company (“Ordinary Shares”) arising from the exercise of existing options, warrants and convertible loan notes outstanding at the date of this Resolution;
 - (b) the allotment of Ordinary Shares up to an aggregate amount of £490,196.08 in connection with the Third Tranche of the investment agreement with Gilini Holdings Ltd announced on 10 March 2025;
 - (c) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all such shareholders are proportionate (as nearly as may be) to the respective numbers of the ordinary shares held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and
 - (d) the allotment (otherwise than pursuant to sub-paragraphs (a) to (c) above) of equity securities up to an aggregate nominal amount of £1,353,915;

and shall expire on the earlier of the date of the next Annual General Meeting of the Company or 15 months from the date of the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

By order of the Board

Registered office:

Orana Corporate LLP
Company Secretary
29 May 2025

25 Eccleston Place
London SW1W 9NF
United Kingdom

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members 48 hours (excluding non-business days) before the time of the Meeting shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy which, we recommend is the Chairman of the Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. Details of how to appoint the Chairman of the Meeting as your proxy using the proxy form are set out in the notes to the proxy form.
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
5. You can register your vote(s) for the Annual General Meeting either:
 - by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the onscreen instructions;
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 9-12 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited in the form noted above, or made within CREST, by 10 am on 24 June 2025.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be: completed and signed; sent or delivered to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX; and received by Share Registrars Limited no later than 48 hours (excluding any part of a day which is not a working day) prior to the Meeting.
7. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy through CREST

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 26 June 2025 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have

appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's Registrars, Share Registrars Limited (CREST Participant ID: 7RA36), no later than 48 hours (excluding non-working days) before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
11. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

Appointment of proxy by joint members

13. In the case of joint holders, where more than one of the joint-holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

14. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cutoff time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
15. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hardcopy proxy form, please contact Share Registrars Limited on 01252 821 390.
16. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

17. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
 - a) By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
18. In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding any part of a day which is not a working day) prior to the Meeting.
19. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Issued shares and total voting rights

20. As at the date of this Notice, the Company's issued ordinary share capital comprised 135,391,499 ordinary shares of 1p each. Each ordinary share carries the right to one vote at a general meeting of the Company.

Communications with the Company

21. Except as provided above, members who have general queries about the Meeting should email Charlie Long (Chief Executive) at info@cmrplc (no other methods of communication will be accepted).

Appendix 1

Summary of the principal terms of the Critical Mineral Resources PLC 2024 Equity Incentive Scheme (the 'Scheme')

Summary - Under the Scheme, eligible employees may be granted shares in the Company.

The Scheme has been designed to comply with current legislative requirements in order ensure that shares can be delivered under the Scheme.

1. Operation

The Board of Directors of the Company (the 'Board') will supervise the operation of the Scheme.

The Scheme has been drafted to comply with the legislative requirements of the Market Abuse Regulation (EU) No 596/2014 and the requirements of HM Revenue and Customs.

The Board can grant shares under the Scheme subject to the conditions set out in the Scheme and the grant is at nominal value being £0.01 per share.

2. Eligibility

An eligible employee under the scheme is a director of the Company who has entered into an agreement with the Company under the terms of the Scheme.

3. Forfeiture of shares

The first third of the shares issued to an eligible employee are considered the first tranche, the second third the second tranche and the final third the third tranche.

For each tranche if the relevant conditions are not met then the shares will be forfeited back to the Company, if they are satisfied then the relevant shares are released to the eligible employee.

For the first tranche, the Company's share price must be 2.5p or more on the 12-month anniversary, or any of the other conditions must be satisfied.

For the second tranche, the Company's share price must be 3.5p or more on the 24-month anniversary, or any the third tranche condition must be satisfied.

For the third tranche, the Company's share price must be 5p or more on the 36-month anniversary.

4. Good Leaver

If an eligible employee leaves other the terms in accordance with the Scheme then any shares granted under the Scheme shall be forfeited back to the Company.

6. Plan limits

Under the Scheme a maximum of 10% of the share capital of the Company can be granted under the Scheme in any year. Of the 10%, 9% shall be available to be granted to executive directors, subject to an individual maximum of 3% per executive director and 1% shall be available to the non-executive director.

7. General

Subject to the right of a holder's personal representative to hold title to a share following the holder's death, every share shall be personal to the eligible employee to whom it is granted and shall not be capable of being transferred, assigned or charged. Any shares issued in connection with the Scheme

will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

8. Amendments

The Board can amend the Scheme in any way. However, shareholder approval will be required to amend certain provisions to the advantage of participants.

This summary does not form part of the rules of the Scheme and should not be taken as affecting the interpretation of their detailed terms and conditions. The Directors reserve the right up to the time of the 2025 Annual General Meeting to make such amendments and additions to the rules of the Scheme as may be necessary or as they consider appropriate and provided that such amendments do not conflict in any material respect with this summary.