Announcement Summary

**Entity name**

CRITICAL RESOURCES LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

31/3/2025

**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 |
|---|---|---|
| New class-code to be confirmed | Options (Exe $0.008) | 68,750,000 |
| New class-code to be confirmed | Options (Exe $0.008) | 11,000,000 |
| CRR | ORDINARY FULLY PAID | 275,000,000 |

**Proposed +issue date**

23/4/2025

Refer to next page for full details of the announcement

## Part 1 - Entity and announcement details

**1.1 Name of +Entity**

CRITICAL RESOURCES 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** |
|---|---|
| ABN | 12145184667 |

**1.3 ASX issuer code**

CRR

**1.4 The announcement is**
New announcement

**1.5 Date of this announcement**

31/3/2025

**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 | 28/5/2025 | Estimated | |

**Comments**

The issue of 125,000,000 New Shares and 31,250,000 New Options are subject to shareholder approval at the Company's upcoming annual general meeting.

### 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?**
Yes

#### Details of +securities proposed to be issued

**ASX +security code and description**

CRR : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

275,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**
Yes

| In what currency is the cash consideration being paid? | What is the issue price per +security? |
|---|---|
| AUD - Australian Dollar | AUD 0.00400 |

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

Yes

Attaching +Security

**Is the proposed attaching 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)?**
New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued**

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**
No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**
No

| ASX +security code | +Security description |
|---|---|
| New class-code to be confirmed | Options (Exe $0.008) |

**+Security type**

Options

**Number of +securities proposed to be issued**

68,750,000

**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**

Options are free attaching options on the basis of 1 new option for every 4 new shares. Refer to ASX announcement dated 31 March 2025 for further information.

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

**Will all the +securities issued in this class rank equally in all respects from their issue date?**
Yes

Options details

**+Security currency**

AUD - Australian Dollar

| Exercise price | Expiry date |
|---|---|
| AUD 0.0080 | 23/4/2028 |

**Details of the type of +security that will be issued if the option is exercised**

CRR : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

1 fully paid ordinary share

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Please refer to ASX announcement dated 31 March 2025.

**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)?**

New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

| ASX +security code | +Security description |
|---|---|
| New class-code to be confirmed | Options (Exe $0.008) |

**+Security type**

Options

**Number of +securities proposed to be issued**

11,000,000

**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**

These options are proposed to be issued to the lead manager of the Company's $1.1 million capital raising in satisfaction of their services as lead manager. Refer ASX announcement dated 31 March 2025.

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

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

Options details

| +Security currency | Exercise price | Expiry date |
|---|---|---|
| AUD - Australian Dollar | AUD 0.0080 | 23/4/2028 |

**Details of the type of +security that will be issued if the option is exercised**

CRR : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

1 fully paid ordinary share

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to ASX announcement dated 31 March 2025.

## Part 7C - Timetable

**7C.1 Proposed +issue date**

23/4/2025

## 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?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

150,000,000 New Shares and 48,500,000 New Options

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**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?**

Yes

**7E.1a Who is the lead manager/broker?**

The Company has appointed Sixty Two Capital as lead manager

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

The Lead Manager will receive a fee of 6% of gross amount raised under the capital raising and 11,000,000 unlisted new options with an exercise price of $0.008 each and expiry date of 3 years from the date of issue of the options.

**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**

## Part 7F - Further Information

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

Funds will be used towards advancing exploration activities at the Company's existing projects, working capital, and evaluating potential complementary mineral projects.

**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 the Company's announcement dated 31 March 2025.

**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)