

Critical Metals plc / EPIC: CRTM / Market: Main Market

6 August 2025

**Critical Metals Plc**

("Critical Metals" or the "Company")

**Publication of Prospectus**

Critical Metals plc, developer and operator of the Molulu Copper/Cobalt Project (**"Molulu"** or the **"Project"**) in the Democratic Republic of Congo (**"DRC"**), is pleased to announce that it has published a Simplified Prospectus (**"Prospectus"**) in connection with a subscription agreement with NIU Invest SE (**"NIU"**), a prominent European investment company with a strong focus on critical minerals and green energy technology, a share offer to shareholders and holders of certain convertible loan notes and the issue of shares in respect of the conversion of various debt obligations and the application of sums owed pursuant to debt obligations for new Ordinary Shares of £0.0005 in the Company (**"Ordinary Shares"**)

A copy of the Prospectus has been submitted to the National Storage Mechanism and will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. A copy will also be made available on the Company's website: <https://www.criticalmetals.co.uk/investors/corporate-documents>.

**NIU Subscription and Share Offer**

As previously announced on 1 August 2025 the Company received applications under the retail offer through the Bookbuild Platform, from other shareholders and from April CLN Holders for 17,128,057 new Ordinary Shares and that it was proposed to issue to NIU 30,696,043 new Ordinary Shares. The issue of these 47,824,100 new Ordinary Shares (**"Subscription Shares"**) are subject to a number of conditions. Following the publication of the Prospectus the issue of Subscription Shares are now subject only to being admitted to the Equity Shares (transition) Category of the Official List and to trading on the Main Market and further details of the timing of this are set out below.

**April CLNs**

On 10 April 2025 the Company announced it had raised £1,603,600 through the issue of convertible loan notes. These loan notes attracted a fixed 10% coupon and automatically convert upon the publication of a simplified prospectus. The terms of April CLNs were subsequently amended so that the notes will convert at 10p per new Ordinary Shares (**"Debt Conversion Price"**). Therefore, following the publication of the Prospectus the Company is obliged to issue 17,639,600 new Ordinary Shares (**"April CLN Shares"**) to the holders of April CLNs in full and final settlement of all sums due pursuant to those loan notes. NIU will be issued 11,699,600 of these new Ordinary Shares giving NIU a 33.49% interest in the ordinary share capital of the Company as enlarged by the ordinary share issues detailed in this announcement (**"Enlarged Issued Share Capital"**). Details of when the April CLN Shares will be admitted to the Official List are set out below.

**September 23 Facility Agreement, Bridge CLNs and December Bridge CLNs**

NIU is also due sums from the Company pursuant to the September 23 Facility Agreement, Bridge CLNs and December Bridge CLNs. Pursuant to the Deed of Amendment and Conversion entered into on 14 July 2025 subject to completion of the NIU Subscription, NIU agreed to apply the sums due under the September 23 Facility Agreement, Bridge CLNs and December Bridge CLN for new Ordinary Shares. It was agreed that it was to be applied at the Debt Conversion Price for sums due under the September 23 Facility Agreement and the Bridge CLNs and the Issue Price in respect of the December Bridge CLN. These applications were conditional upon inter alia admission to the Equity Shares (transition) Category of the Official List and to trading on the Main Market of the new Ordinary Shares issued in connection with the Prospectus (**"Prospectus Admission"**). The Company has now agreed to issue these 19,006,747 Ordinary Shares to NIU conditional upon the Completion of the NIU Subscription. Further details of the Prospectus Admission of these shares is set out below.

**Deferred Consideration.**

Prior to the publication of the Prospectus the Company's wholly owned subsidiary Critical Metals Mauritius Ltd still owed Madini Minerals £213,000 in respect of the acquisition of its 21.5% interest in Madini Occidental Ltd and owed Russell Fryer, the Company's CEO, £210,000 in respect of the acquisition of his 21.5% interest in Madini Occidental Ltd (**'Deferred Consideration'**). As set out in the Circular both Madini Minerals and Russell Fryer have entered into agreements with the Company dated 11 July 2025 and 14 July 2025 respectively pursuant to which they agreed to apply sums they were due to apply for new Ordinary Shares conditional upon publication of a simplified prospectus by the Company. Therefore, the Company has now resolved to issue at the Debt Conversion Price 2,130,000 new Ordinary Shares to Madini Minerals and 2,100,000 new Ordinary Shares to Russell Fryer in satisfaction of the Deferred Consideration (**'Deferred Consideration Shares'**). The transaction with Russell Fryer is a related party transaction under DTR 7.3 and Mr Fryer did not take part in the board's consideration of the transaction with him and did not vote on the relevant board resolution. More details of these transactions are set out in the Prospectus and details of the Admission of the Deferred Consideration Shares are set out below.

#### **Baobab Loan Agreement**

On 14 July 2025, Baobab Asset Management LLC ("**Baobab**"), a party connected to Russell Fryer, CEO of the Company entered into a deed of assignment with the Company for a sum of £632,411 to assign all of its rights under the unsecured loan to Madini Occidental of US 800,000 from Baobab to Madini Occidental dated 4 December 2018 to the Company including all legal and beneficial right, title and interest in the monies advanced under the Baobab Loan. This agreement was conditional upon Baobab Asset Management LLC applying the sums paid to subscribe for new Ordinary Shares at the Debt Conversion Price. Following publication of the Prospectus the Company has issued 6,324,111 new Ordinary Shares to Baobab ("**Baobab Loan Shares**"). The transaction with Baobab, due to Baobab's relationship with Russell Fryer, is a related party transaction under DTR 7.3 and Mr Fryer did not take part in the board's consideration of the transaction with him and did not vote on the relevant board resolution. Details of when the Baobab Loan Shares will be admitted are set out below.

#### **Director Disclosure / PDMR**

Following allotment and issue of the Baobab Loan Shares and the Deferred Consideration Shares, Russell Fryer's interest (beneficial or non-beneficial) in the Ordinary Shares of the Company will be 27.04% (which includes 6,324,111 Ordinary Shares held by Baobab which is an entity of in which Russell Fryer owns equity and entity of which he is a director) as the date of the publication of the prospectus.

#### **Application to listing and trading**

The Company has made an application, inter alia, for the 28,193,711 new Ordinary Shares to be admitted to trading on the Equity Shares (transition) category of the Official List and the Main Market of the London Stock Exchange at 8.00 a.m. on 8 August 2025. This includes the April CLN Shares, the shares issued in respect of the conversion of September 23 Facility Agreement, Bridge CLNs and December Bridge CLN, the Deferred Consideration Shares and the Baobab Loan Shares ("**Prospectus Shares**"). The expected timetable of principal events for Prospectus Admission of the Prospectus Shares is set out below. All references to time in this announcement are to London time. Any changes to the expected timetable will be notified by the Company through an RNS.

The Company also announces that application has been made to the Financial Conduct Authority and to the London Stock Exchange plc for 2,080,068 ordinary shares of £0.0005 each in the Company (the "Warrant Shares"), to be admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange under a block listing (the "Block Listing") on 8 August 2025.

The Block Listing application relates to the ordinary shares of £0.0005 each in the Company that may be issued from time to time to satisfy the exercise of outstanding warrants pursuant to the warrant instrument dated 23 August 2024 (as amended on 4 August 2025) constituted by the Company, the warrant instrument dated 9 April 2024 constituted by the Company and the warrant instrument dated 15 September 2023 constituted by the Company.

The Block Listing is expected to become effective on 8 August 2025. When issued, the Warrant Shares will rank pari passu with the Company's existing issued ordinary shares.

#### **Total Voting Rights**

The Company hereby notifies the market, in accordance with the FCA's Disclosure Guidance and Transparency Rule 5.6.1, that on the issue of the Prospectus Shares, the Company's expected issued share capital will consist of 34,932,679 new Ordinary Shares, each with one vote. The Company does not hold any Ordinary Shares in Treasury. On completion of the issue of the Prospectus Shares, the total number of voting rights in the Company is expected to be 34,932,679 and this figure may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

#### **Expected Timetable of Events**

Publication of the Prospectus

5 August 2025

Issue of the Prospectus Shares	6 August 2025
Prospectus Admission and commencement of dealings in the Prospectus Shares	8.00 a.m. on 8 August 2025
CREST members' accounts credited in the Prospectus Shares (where applicable)	8.00 a.m. on 6 August 2025

*Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as set out in the Prospectus.*

**\*\*ENDS\*\***

#### **Critical Metals plc**

##### **CEO**

Russell Fryer critical@stbridespartners.co.uk

#### **Novum Securities**

##### **Financial Adviser**

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#### **St Brides Partners Ltd**

##### **Financial PR**

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#### **About Critical Metals**

Critical Metals plc whose shares are admitted to Equity Shares (transition) Category of the Official List and to trading on the Main Market is focused developing the formerly producing Molulu Copper/Cobalt Project in the Katangan Copperbelt in Democratic Republic of Congo ('DRC').

#### **Director Disclosure / PDMR**

Following Final Admission, Directors and PDMR interests (beneficial or non-beneficial) in the Ordinary Shares of the Company are set out below.

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
a)	Name	Russell Fryer
<b>2</b>	<b>Reason for the notification</b>	
a)	Position/status	Chief Executive Officer
b)	Initial notification /Amendment	Amendment
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a)	Name	Critical Metals PLC
b)	LEI	213800MU3B7CS88PY290
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
a)	Description of the financial	Ordinary Shares of £0.0005 each

	instrument, type of instrument	GB00BPP06126				
	Identification code					
b)	Nature of the transaction	Application of sums paid in repayment for debt subscribed for new shares of which 6,324,111 are held by Baobab Asset Management LLC a party related to Mr Fryer				
c)	Price(s) and volume(s)	<table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>£0.10</td><td>8,424,111</td></tr></table>	Price(s)	Volume(s)	£0.10	8,424,111
Price(s)	Volume(s)					
£0.10	8,424,111					
d)	Aggregated information  - Aggregated volume  - Price	N/A				
e)	Date of the transaction	5 August 2025				
f)	Place of the transaction	Outside a trading venue				

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