

3 February 2026

Critical Metals plc
("Critical Metals" or the "Company")
Interim Results

Critical Metals plc, a mining company established to acquire mining opportunities in the critical and strategic metals sector, currently developing the Molulu Copper/Cobalt Project ("Molulu"), is pleased to announce its interim results for the six-month period ended December 2025.

Highlights

- In August 2025, the Company announced the successful fundraising of approximately £1.2 million from NIU Invest SE ("NIU"), the retail share offer conducted by the Bookbuild platform, and the conversion of convertible loan notes.
- A number of board changes took place during the period, including the appointment of Danilo Lange as interim CEO, Mr Kelvin Williams as Non-Executive Chairman, Ms Selina Hayes and Mr Kriss Tremaine as Non-Executive Directors.
- Continued support and commitment by NIU, the Company's largest shareholder, with a £2.1 million fundraise through a convertible loan note
- Share issues throughout the period enabled the Company to restructure and address several legacy issues, including the reduction of debt.
- Funds raised will be used to advance business development activities, general working capital and progress exploration work at Molulu.

Danilo Lange, Interim CEO of Critical Metals, said:

"It has been a challenging period for the company, with financial constraints, limiting our operational activity at Molulu as well as our ability to invest in other projects. However, I am pleased to say that we have made significant strides in stabilising the Company. The continued support from NIU, our majority shareholder, has enabled the Company to strengthen its board and stabilise the Company, positioning it for sustainable growth. We look forward to updating shareholders on our progress in due course."

Chairman's Statement

The six-month period under review has been one of transition, marked by changes in leadership and a continued focus on stabilising the business and positioning the Company for sustainable progress.

Throughout the second half of 2025, the Board and management team have continued to carefully manage operational activities and working capital in line with available funding. The completion of the Company's restructuring and fundraising in August 2025, largely supported by NIU Invest SE ("NIU"), our majority shareholder, enabled the Company to address a number of legacy issues, including the reduction of debt, and provided a platform for restructuring and moving forward.

Importantly, on 31 December 2025, the Company successfully raised an additional £2.1 million through a Convertible Loan Note with NIU. This financing demonstrates NIU's support and commitment to the Company's success, strengthens working capital and cash liquidity, and is intended to support the advancement of revenue-generating opportunities in the coming year.

The audited accounts for the year ended 30 June 2025 were not presented by the original deadline due to processing difficulties, which resulted in the temporary suspension of the Company's shares. While this was disappointing, the Board has taken the matter seriously and has implemented measures to strengthen financial reporting processes, internal controls and adviser coordination. We remain fully committed to high standards of corporate governance, risk management and regulatory compliance, and to ensuring that such issues do not recur.

Looking ahead, the Board's strategy is focused on restoring confidence, maintaining financial discipline and

prioritising opportunities that can deliver near-term revenues while supporting longer-term value creation. This will be underpinned by a continued emphasis on cost control, operational focus, and strengthening the Company's governance framework as it transitions into its next phase of development.

On behalf of the Board, I would like to thank our shareholders, employees and wider stakeholders for their continued support and patience during this period of change. We recognise the challenges faced over the past year and remain focused on building a more resilient, transparent and reliable company for the benefit of all stakeholders.

Kelvin Williams
Chairman

For further information on the Company, please visit <https://www.criticalmetals.co.uk/> or contact:
Critical Metals plc c/o
 Danilo Lange Critical@stbridespartners.co.uk

St Brides Partners Ltd
 Financial PR Critical@stbridespartners.co.uk

Ana Ribeiro / Charlotte Page

Consolidated statement of Financial Position for the six months ended 31 December 2025

	Notes	6 months to 31 December 2025 (unaudited)	6 months to 31 December 2024 (unaudited)
		£	£
Continuing operations			
Revenue from continuing operations		-	-
Cost of sales		-	-
Gross Profit		-	-
Other expenses		(489,026)	(904,477)
Exploration expenditure		(38,799)	(61,480)
Earnings before interest, taxation, depreciation and amortisation		(527,825)	(965,957)
Debt forgiveness		837,729	-
Depreciation		(52,466)	(55,756)
Finance charge		(84,567)	(60,028)
Interest expenditure		(39,114)	(97,671)
Profit/ (Loss) before taxation		133,758	(1,179,412)
Income tax		-	-
Profit /(Loss) for the year from continuing operations attributable to the owners of the company		133,757	(1,179,412)
Attributable to:			
Owners of the company		173,458	(1,146,675)
Non-controlling interest		(39,701)	(32,737)
		133,757	(1,179,412)
Other comprehensive income			
Translation of foreign operations		(65,467)	(18,394)
Total other comprehensive profit (loss)		(65,467)	(18,394)
Total comprehensive profit/(loss)		(65,467)	(18,394)

Total comprehensive profit (loss) for the year		68,290	(1,197,806)
Total comprehensive profit (loss) attributable to:			
Owners of the company		107,992	(1,165,069)
Non-controlling interest		(39,700)	(32,737)
		68,290	(1,197,806)
Earnings per share (basic and diluted) attributable to the equity holders (pence)	3	<u>0.192</u>	<u>(17.5)</u>

The consolidated statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

	Notes	As at 31 December 2025 (Unaudited) £	As at 30 June 2025 (Audited) £
NON-CURRENT ASSETS			
Property, plant & equipment		4,169,816	4,168,523
TOTAL NON-CURRENT ASSETS		4,169,816	4,168,523
CURRENT ASSETS			
Trade and other receivables		85,307	34,763
Cash at bank and in hand		21,138	7,167
TOTAL CURRENT ASSETS		106,445	41,929
TOTAL ASSETS		4,260,261	4,210,452
NON-CURRENT LIABILITIES			
Borrowings		-	124,608
TOTAL LIABILITIES		-	124,608
CURRENT LIABILITIES			
Trade and other payables		622,752	2,284,565
Borrowings		524,731	3,695,689
TOTAL LIABILITIES		1,147,483	6,104,862
NET ASSETS/ (LIABILITIES) EQUITY		3,128,756	(1,894,410)
Called up share capital	4	384,460	336,948
Share premium account	4	10,889,360	5,981,996
Other equity reserve		342,520	342,520
Share based payment reserve		231,560	231,560
Foreign exchange reserve		194,930	260,397
Retained losses		(8,233,365)	(8,475,823)
Equity attributable to equity holders of the parent		3,809,465	(1,253,402)
Non-controlling interest		(680,709)	(641,008)
TOTAL EQUITY/(DEFICIT)		3,128,756	(1,894,410)

Consolidated statement of Changes in Equity for the six months ended 31 December 2025

	Issued Share Capital	Share Premium	Other equity reserve	Share Based Payments Reserve	Foreign exchange currency reserve	Retained Earnings	Total equity attributable to shareholders	Non- controlli interes
	£	£	£	£	£	£	£	£
As at 30 June 2024	336,948	5,981,996	-	276,459	53,057	(6,156,442)	492,018	(511,3)
Loss for the year	-	-	-	-	-	(2,295,280)	(2,295,280)	(129,7)
Other comprehensive income	-	-	-	-	207,340	-	207,340	-
Total comprehensive loss for the year	-	-	-	-	207,340	(2,295,280)	(2,087,940)	(129,7)
Warrants issued during the year	-	-	342,520	-	-	-	342,520	-
Warrants lapsed in the year	-	-	-	(44,899)	-	44,899	-	-
Total transactions with owners	-	-	-	297,621	-	44,899	342,520	-
As at 30 June 2025	336,948	5,981,996	342,520	231,560	260,397	(8,406,823)	(1,253,402)	(641,0)
Profit for the period	-	-	-	-	-	173,458	173,458	(39,7)

Other comprehensive income	-	-	-	-	(65,467)	-	(65,467)	
Total comprehensive loss for the period	-	-	-	-	(65,467)	173,458	107,991	(39,7)
Shares issued during the period	47,512	4,933,364	-	-	-	-	4,980,876	
Share issue cost	-	(26,000)	-	-	-	-	(26,000)	
Total transactions with owners	47,512	4,907,364	-	-	-	-	4,954,876	
31 December 2025	384,460	10,889,360	342,520	231,560	194,930	(8,233,365)	3,809,465	(680,7)

Consolidated statement of Cashflows for the 6 month period ended 31 December 2025

	31 December 2025 (unaudited) £	31 December 2024 (unaudited) £
Cash from operating activities		
Profit/ (loss) for the Period	133,757	(1,179,412)
Adjustments for:		
Depreciation	52,466	55,756
Interest payable	39,114	97,627
Finance charge	-	34,228
Debt forgiveness	(837,729)	-
Foreign exchange	(45,965)	84,726
Operating cashflow before working capital movements	(658,357)	(907,075)
Increase in trade and other receivables	(50,441)	(16,542)
Increase / (Decrease) increase in trade and other payables	(962,347)	345,121
Net cash used in operating activities	(1,671,145)	(578,496)
Cash from financing activities		
Net Proceeds on the issue of shares	1,291,032	687,691
Proceeds of borrowings	393,939	-
Net cash from financing activities	1,684,971	687,691
Cash from investing activities		
Payments for development asset	-	-
Purchase of tangible fixed assets	-	(123,298)
Net cash used in investing activities	-	(123,298)
Net (decrease) / increase in cash and cash equivalents	13,826	(14,103)
Cash and cash equivalents at beginning of year	7,167	61,116
Foreign exchange	145	-
Cash and cash equivalents at end of period	21,138	47,013

The following material non-cash items occurred during the period:

- Forgiveness of 344,108 USD of accrued interest on a related party loan; and
- Forgiveness of 777,625 USD of historical payables owed by the Group

NOTES TO THE FINANCIAL STATEMENTS FOR THE 6 MONTHS ENDED 31 DECEMBER 2025

1. GENERAL INFORMATION

The condensed consolidated interim financial statements of Critical Metals plc (the "Company") and its subsidiary (together the "Group") for the six-month period ended 31 December 2025 have been prepared in accordance with Accounting Standard IAS 34 Interim Financial Reporting.

The interim report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 30 June 2025, which was prepared in accordance with UK adopted International Accounting Standards (IFRS) and the Companies Act 2006, and any public announcements made by Critical Metals plc during the interim reporting period and since.

These condensed consolidated interim financial statements do not constitute statutory accounts as defined in Section 434 of the Companies Act 2006. The Group's statutory financial statements for the year ended 30 June 2024 prepared under IFRS have been filed with the Registrar of Companies. The auditor's report on those financial statements was unqualified and did not contain a statement under Section 498(2) of the Companies Act 2006. These condensed interim financial statements have not been audited.

Basis of preparation - going concern

The interim consolidated financial statements have been prepared under the going concern assumption, which presumes that the Group will be able to meet its obligations as they fall due for the foreseeable future.

At 31 December 2025 the Group had cash reserves of £21,138 (30 June 2025: £47,013).

The Directors have made an assessment of the Group's ability to continue as a going concern and are satisfied that the Group has adequate resources to continue in operational existence for the foreseeable future. The Group, therefore, continues to adopt the going concern basis in preparing its consolidated financial statements.

The financial information of the Group is presented in British Pounds Sterling (£).

Accounting policies

IAS 8 requires that management shall use its judgement in developing and applying accounting policies that result in information which is relevant to the economic decision-making needs of users, which are reliable, free from bias, prudent, complete and represent faithfully the financial position, financial performance and cash flows of the entity.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period.

Critical accounting estimates and judgements

The preparation of interim consolidated financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and the reported amounts of income and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, the resulting accounting estimates will, by definition, seldom equal related actual results.

In preparing the interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the financial statements for the year ended 30 June 2024.

1.1. New and amended standards adopted by the Group.

A number of new or amended standards became applicable for the current reporting period. These new/amended standards do not have a material impact on the Group, and the Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these standards.

The Group is not affected materially by the effects of seasonality. Regardless of this fact comparative figures to the period ending 31 December 2024 have been included for comparability and increase the comprehensibility of the financial statements.

The directors have concluded that there are no key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2. SEGMENTAL ANALYSIS

The Group has two reportable segments, Exploration and Corporate, which are the Group's strategic divisions. For each of the strategic divisions, the Board reviews internal management reports on a regular basis.

The Group's reportable segments are:

Exploration: the exploration operating segment is presented as an aggregate of all the DRC related activity and the associated Mauritian holding companies.

Corporate: the corporate segment is the UK head company and the costs in respect of managing the Group. This includes the cost of director share options granted by the Company.

The Group generated no external revenue during the period ended 31 December 2025 (2024:£nil).

Segmental results are detailed below:

	Exploration	Corporate	Total
	£	£	£
Operating profit / (loss) from continued operations per reportable segment	671,665	(537,908)	133,757
Reportable segment assets	4,139,267	136,992	4,276,259
Reportable segment liabilities	186,065	961,438	1,147,503
Net assets	3,953,202	(824,446)	3,128,756

3. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is calculated by dividing the profit or loss for the year by the weighted average number of ordinary shares in issue during the year

	6 months to 31 December 2025	6 months to 31 December 2024
Profit /(Loss) for the year from continuing operations for the owners of the Company - £	133,757	(1,179,412)
Weighted number of ordinary shares in issue	82,031,651	6,738,968
Basic earnings per share from continuing operations - pence	0.192	(17.5)

On 4 August 2025 the Company completed a share consolidation on the basis of 10 existing ordinary shares being consolidated into 1 new ordinary shares. The weighted average number of shares for all periods presented has been adjusted retrospectively to reflect the share consolidation.

There is no difference between the diluted loss per share and the basic loss per share presented. Share options and warrants could potentially dilute basic earnings per share in the future but were not included in the calculation of diluted earnings per share as they are anti-dilutive for the year presented.

4. SHARE CAPITAL AND SHARE PREMIUM

CLASS OF SHARE	NUMBER OF SHARES ISSUED AND FULLY PAID	NOMINAL VALUE PER SHARE	TOTAL NOMINAL VALUE	
Ordinary shares	101,763,526	£0.0005	£50,881	
Deferred shares	667,157,832	£0.0005	£333,578	

	Number of Shares on Issue	Share Capital £	Share Premium £	Total £
Balance at 30 June 2024	67,389,680	336,948	5,981,996	6,318,944
Movement for the year	-	-	-	-
Balance at 30 June 2025	67,389,680	336,948	5,981,996	6,318,944
Share Consolidation ¹	(60,650,712)			
Share subscription ²	47,824,100	23,911	932,571	956,482
CLN Shares ²	17,639,600	8,820	1,755,140	1,763,960
Baobab shares ³	6,324,111	3,162	629,249	632,411
Deferred consideration shares ⁴	4,230,000	2,115	420,885	423,000
Facility shares ⁵	5,533,597	2,767	550,593	553,360
Bridge loan shares ⁵	4,777,500	2,389	475,361	477,750
December bridge loan shares ⁵	8,695,650	4,348	169,565	173,913
Balance at 31 December 2025	101,763,526	384,460	10,915,360	11,299,820

- 1) On 4th August 2025 connection with the proposed subscription, the Company announced a share capital reorganisation to reduce the nominal value of its ordinary shares, as the issue price is below the existing nominal value. Each existing ordinary share of £0.005 was redesignated into one ordinary share of £0.00005 and 99 deferred shares of £0.00005, followed by a 10-for-1 consolidation of the ordinary shares. The deferred shares carry no voting or economic rights other than on a winding up and are not admitted to trading
- 2) On 8 August 2025 the Company completed a number of debt conversions and new share issues as part of its recapitalisation. The Convertible Loan Notes issued in April 2025 for gross proceeds of £1,603,600 automatically converted into 17,639,600 new ordinary shares at a fixed price of £0.10 per share upon publication of the Prospectus. In addition, new equity was raised through a subscription and retail offer, comprising 47,824,100 new ordinary shares.
- 3) Baobab Asset Management LLC, an entity associated with Mr Fryer, assigned its interest in an unsecured US 800,000 loan to the Company in exchange for 6,324,111 new ordinary shares at £0.10 per share.
- 4) The Group settled the deferred consideration arising on the acquisition of the Madini Group through the issue of new ordinary shares. A total of 4,230,000 new ordinary shares were issued at the same conversion price used for the August recapitalisation, allocated as follows: 2,130,000 shares to Madini Minerals and 2,100,000 shares to Mr Russell Fryer. This transaction fully settles the deferred consideration owed.
- 5) As part of the debt conversions the September facility, Bridge CLN and December bridge were converted into equity at the below conversion prices:
 - i. September facility - £0.10
 - ii. Bridge CLN - £0.10
 - iii. December bridge - £0.02

The Company has only one class of share. All ordinary shares have equal voting rights and rank pari passu for the distribution of dividends and repayment of capital.

5. EVENTS SUBSEQUENT TO PERIOD END

There were no events subsequent to period end.

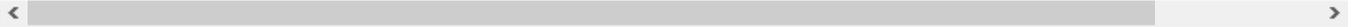
About Critical Metals

Critical Metals PLC has holds an indirect 70% interest in the Molulu copper/cobalt project, an ex-producing medium-scale asset in the Katangan Copperbelt in the Democratic Republic of Congo. In line with its investment strategy of focusing primarily on known deposits, targeting projects with low entry costs and the potential to generate short-term cash flow, the Company intends to produce 120,000t/per annum of Copper Oxide Ore.

The Company will continue to identify future assets that are in line with its stated acquisition objective of low CAPEX and OPEX projects with near-term production, concentrating on minerals that are perceived to have strategic importance to future economic growth and generate significant value for shareholders.

A copy of these results will be made available on the Company's website at www.criticalmetals.co.uk.

****ENDS****



This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact ms@seg.com or visit www.ms.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

IR QLLFBQLLZBBX