

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Critical Metals Corp.**  
(Exact name of registrant as specified in its charter)

**British Virgin Islands**  
(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

c/o Maples Corporate Services (BVI) Limited  
Kingston Chambers, PO Box 173, Road Town  
Tortola, British Virgin Islands  
(Address of Principal Executive Offices)

**Not Applicable**  
(Zip Code)

**Critical Metals Corp. 2024 Incentive Award Plan**

**Critical Metals Corp. 2024 Employee Stock Purchase Plan**  
(Full title of the plan)

**Corporation Services Company**  
251 Little Falls Drive  
Wilmington, Delaware 19809  
(Name and address of agent for service)

**(302) 636-5400**  
(Telephone number, including area code, of agent for service)

**Copies to:**

**Jason A. Rocha**  
White & Case LLP  
609 Main Street  
Houston, Texas 77002  
Tel: (713) 496-9700

**Maia R. Gez**  
White & Case LLP  
1221 Avenue of the Americas  
New York, New York 10020  
Tel: (212) 819-8200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  
Non-accelerated filer

Accelerated filer  
 Smaller reporting company  
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

Critical Metals Corp. (the “Company” or the “Registrant”) has filed with the Securities and Exchange Commission (the “Commission”) this registration statement on Form S-8 (this “Registration Statement”) to register under the Securities Act of 1933, as amended (the “Securities Act”) (i) 9,073,988 ordinary shares, par value \$0.001 per share (the “Ordinary Shares”), of the Registrant reserved for issuance pursuant to the Critical Metals Corp. 2024 Incentive Award Plan (the “2024 Plan”); and (ii) 1,814,297 Ordinary Shares reserved for issuance under the Critical Metals Corp. 2024 Employee Stock Purchase Plan (the “2024 ESPP”).

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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.\***

**Item 2. Registrant Information and Employee Plan Annual Information.\***

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\* As permitted by Rule 428 under the Securities Act, this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I of this Registration Statement will be sent or given to each participant in the 2024 Plan or 2024 ESPP, as applicable, in accordance with Rule 428(b)(1). Such documents are not required to be and are not being filed with the Commission, either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Company hereby incorporates by reference in this Registration Statement the following:

- the Company's [Prospectus](#) filed on May 23, 2024, pursuant to Rule 424(b) under the Securities Act, relating to the Registration Statement on [Form F-1](#), as amended (File No. 333-278400), which contains the Company's audited financial statements for the latest fiscal year for which such statements have been filed;
- the Company's Shell Company Report on [Form 20-F](#) filed on March 4, 2024 (File No. 001-41973); and
- the description of the Company's Ordinary Shares, as contained under the heading "Description of Securities of Pubco" in the Company's registration statement on [Form F-4](#), initially filed with the Commission on December 23, 2022, as amended (File No. 333-268970), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, no information is incorporated by reference in this Registration Statement where such information under applicable forms and regulations of the Commission is not deemed to be "filed" under Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, unless the report or filing containing such information indicates that the information therein is to be considered "filed" under the Exchange Act or is to be incorporated by reference in this Registration Statement.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

#### Item 6. Indemnification of Directors and Officers.

The Company's memorandum and articles of association, the BVI Business Companies Act (As Revised), and the common law of the British Virgin Islands (the "BVI") allow the Company to indemnify the Company's officers and directors from certain liabilities. The Company's memorandum and articles of association provide that the Company may indemnify every director and officer of the Company, together with every former director and former officer of the Company (each an "Indemnified Person") out of the assets of the Company to the fullest extent permissible under the BVI Business Companies Act (As Revised) and the laws of the BVI against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses, whatsoever which they or any of them may incur as a result of any act or failure to act in carrying out their functions other than such liability (if any) that they may incur by reason of their own actual fraud or willful default.

Under the Company's memorandum and articles of association, no Indemnified Person shall be liable to the Company for any loss or damage incurred by the Company as a result (whether direct or indirect) of the carrying out of their functions unless that liability arises through the actual fraud or willful default of such Indemnified Person and no person shall be found to have committed actual fraud or willful default for these purposes unless or until a court of competent jurisdiction shall have made a finding to that effect. In addition, the Company has entered into indemnification agreements with each director of the Company.

The Company may purchase and maintain insurance for the benefit of any director of the Company or officer of the Company against any liability which, by virtue of any rule of law, would otherwise attach to such person in respect of any negligence, default, breach of duty or breach of trust of which such person may be guilty in relation to the Company.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description of Documents</b>
4.1	<a href="#">Amended and Restated Memorandum and Articles of Association of Critical Metals Corp. (incorporated by reference to Exhibit 1.1 to the Form 20-F of Critical Metals Corp., filed with the SEC on March 4, 2024).</a>
5.1*	<a href="#">Opinion of Maples and Calder (British Virgin Islands).</a>
10.1	<a href="#">Critical Metals Corp. 2024 Incentive Award Plan (incorporated by reference to Exhibit 4.9 to the Form 20-F of Critical Metals Corp., filed with the SEC on March 4, 2024).</a>
10.2	<a href="#">Critical Metals Corp. 2024 Employee Stock Purchase Plan (incorporated by reference to Exhibit 4.10 to the Form 20-F of Critical Metals Corp., filed with the SEC on March 4, 2024).</a>
23.1*	<a href="#">Consent of Maples and Calder (British Virgin Islands) (included in Exhibit 5.1 to this Registration Statement).</a>
23.2*	<a href="#">Consent of Marcum LLP, independent registered accounting firm of Critical Metals Corp.</a>
23.3*	<a href="#">Consent of Marcum LLP, independent registered accounting firm of European Lithium AT (Investments) Limited.</a>
23.4*	<a href="#">Consent of CSA Global South Africa (Pty) Limited.</a>
24.1*	<a href="#">Power of Attorney (included on the signature page to this Registration Statement).</a>
107*	<a href="#">Filing Fee Table.</a>

\* Filed herewith.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fees Tables" in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however*, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in City of Perth, Country of Australia, on the 6th day of June, 2024.

### CRITICAL METALS CORP.

By: /s/ Tony Sage  
Name: Tony Sage  
Title: Chief Executive Officer and Executive Chairman

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Tony Sage and Melissa Chapman, and each of them singly (with full power to each of them to act alone), the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, for the person and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments or supplements to this Registration Statement, including any post-effective amendments, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title of Capacities</u>	<u>Date</u>
<u>/s/ Tony Sage</u> Tony Sage	Chief Executive Officer and Executive Chairman (Principal Executive Officer)	June 6, 2024
<u>/s/ Melissa Chapman</u> Melissa Chapman	Chief Financial Officer (Principal Financial and Accounting Officer)	June 6, 2024
<u>/s/ Malcom Day</u> Malcom Day	Director	June 6, 2024
<u>/s/ Michael Hanson</u> Michael Hanson	Director	June 6, 2024
<u>/s/ Carolyn Trabuco</u> Carolyn Trabuco	Director	June 6, 2024
<u>/s/ Mykhailo Zhernov</u> Mykhailo Zhernov	Director	June 6, 2024

**SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, a duly authorized representative in the United States of Critical Metals Corp., has signed on its behalf by the undersigned, thereunto duly authorized, in Wilmington, Delaware, on June 6, 2024.

Shyla Hill

By: /s/ Shyla Hill  
Shyla Hill  
Authorized Representative on behalf of  
Corporation Service Company





Our ref: RZB/812949-000001/37059248v2

Critical Metals Corp.  
Kingston Chambers  
PO Box 173  
Road Town  
Tortola, VG1110  
British Virgin Islands

5 June 2024

Dear Sirs

**Critical Metals Corp. (the “Company”)**

We have acted as counsel as to British Virgin Islands law to the Company and have been asked to provide this legal opinion in connection with the Company’s registration statement on Form S-8, including all amendments or supplements thereto (the “**Registration Statement**”), filed with the United States Securities and Exchange Commission (the “**Commission**”) under the United States Securities Act of 1933, as amended (the “**SEC Act**”) related to the reservation for issuance of 9,073,988 ordinary shares of par value of US\$0.001 per share of the Company, authorised for issuance pursuant to the Critical Metals Corp. 2024 Incentive Award Plan (the “**Incentive Award Plan**”) and 1,814,297 ordinary shares of par value of US\$0.001 per share of the Company, authorised for issuance pursuant to the Critical Metals Corp. 2024 Employee Stock Purchase Plan (the “**Stock Purchase Plan**”) and together with the Incentive Award Plan and any award agreements issued under the Incentive Award Plan or the Incentive Award Plan, the “**Plans**” and each a “**Plan**”) (the “**Shares**”).

**1 Documents Reviewed**

We have reviewed originals, copies, drafts or conformed copies of the following documents:

- 1.1 The public records of the Company on file and available for public inspection at the Registry of Corporate Affairs in the British Virgin Islands (the “**Registry of Corporate Affairs**”) on 5 June 2024, including the Company’s certificate of incorporation and its memorandum and articles of association as registered on 27 February 2024 (the “**Memorandum and Articles**”).
- 1.2 The records of proceedings available from a search of the electronic records maintained on the Judicial Enforcement Management System and the E-Litigation Portal from 1 January 2000 and available for inspection on 5 June 2024 at the British Virgin Islands High Court Registry (the “**High Court Registry**”).

**Maples and Calder**

Kingston Chambers PO Box 173 Road Town Tortola VG1110 British Virgin Islands  
Tel +1284 852 3000 Fax +1284 852 3097 [maples.com](http://maples.com)

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- 1.3 The written resolutions of the sole director of the Company dated 24 October 2022, 22 December 2022, 10 May 2023, 4 August 2023, 9 November 2023, 8 February 2024, 27 February 2024 (concerning, amongst other things, the Plans) and 27 February 2024 (concerning, amongst other things, the Business Combination Agreement (as defined in the Plans)) (together, the “**Resolutions**”).
- 1.4 The written resolutions of the sole member of the Company dated 27 February 2024 (concerning, amongst other things, the Plans) and 27 February 2024 (concerning, amongst other things, the Business Combination Agreement) (together, the “**Member Resolutions**”).
- 1.5 A Certificate of Incumbency dated 5 June 2024, issued by Maples Corporate Services (BVI) Limited, the Company’s registered agent (the “**Registered Agent’s Certificate**”).
- 1.6 A certificate of good standing with respect to the Company issued by the Registrar of Corporate Affairs dated 5 June 2024 (the “**Certificate of Good Standing**”).
- 1.7 A certificate from a director of the Company (the “**Director’s Certificate**”) (a copy of which is appended to this opinion at Appendix A).
- 1.8 The Registration Statement.
- 1.9 The Incentive Award Plan.
- 1.10 The Stock Purchase Plan.

## **2 Assumptions**

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the British Virgin Islands which are in force on the date of this opinion letter. In giving the following opinions we have relied (without further verification) upon the completeness and accuracy, as at the date of this opinion letter, the Registered Agent’s Certificate, the Director’s Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 Each written agreement, contract or other instrument or document evidencing any award granted under the Incentive Award Plan or the Stock Purchase Plan incorporates or will incorporate the terms of the Incentive Award Plan or the Stock Purchase Plan (as applicable) and has been or will be authorised and duly executed and unconditionally delivered by or on behalf of all relevant parties in accordance with all relevant laws (other than, with respect to the Company, the laws of the British Virgin Islands).
- 2.2 The Plans are, or will be, legal, valid, binding and enforceable against all relevant parties in accordance with their terms under all relevant laws (other than, with respect to the Company, the laws of the British Virgin Islands).
- 2.3 The choice of the British Virgin Islands law as the governing law of the Plans has been made in good faith.

- 2.4 Where the Plans have been provided to us in draft or undated form, they will be duly executed, dated and unconditionally delivered by all parties thereto in materially the same form as the last version provided to us and, where we have been provided with successive drafts of the Plans marked to show changes to a previous draft, all such changes have been accurately marked.
- 2.5 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, and translations of documents provided to us are complete and accurate.
- 2.6 All signatures, initials and seals are genuine.
- 2.7 The capacity, power, authority and legal right of all parties under all relevant laws and regulations (other than, with respect to the Company, the laws and regulations of the British Virgin Islands) to enter into, execute, unconditionally deliver and perform their respective obligations under the Plans.
- 2.8 That all public records of the Company which we have examined are accurate and that the information disclosed by the searches which we conducted against the Company at the Registry of Corporate Affairs and the High Court Registry is true and complete and that such information has not since then been altered and that such searches did not fail to disclose any information which had been delivered for registration but did not appear on the public records at the date of our searches.
- 2.9 No invitation has been or will be made by or on behalf of the Company to the public in the British Virgin Islands to subscribe for any of the Shares.
- 2.10 The Company is not a sovereign entity of any state and is not a subsidiary, direct or indirect of any sovereign entity or state.
- 2.11 There is no contractual or other prohibition or restriction (other than as arising under British Virgin Islands law) binding on the Company prohibiting or restricting it from entering into and performing its obligations under the Plans.
- 2.12 No monies paid to or for the account of any party under the Plans represents or will represent proceeds of criminal conduct (as defined in the Proceeds of Criminal Conduct Act (As Revised)).
- 2.13 There is nothing under any law (other than the laws of the British Virgin Islands) which would or might affect the opinions set out below.
- 2.14 The Company has received, or will receive, cash consideration or non-cash consideration (the “**Consideration**”) in consideration for the issue of the Shares, and that:
- (a) none of the Shares have been, or will be, issued for less than their par value; and
  - (b) to the extent that any Shares are, or will be, issued, in whole or in part, for non-cash consideration, the value of the non-cash consideration and cash consideration, if any, is or will be not less than the amount to be credited for such Shares,

Save as aforesaid we have not been instructed to undertake and have not undertaken any further enquiry or due diligence in relation to the transaction the subject of this opinion.

### 3 Opinions

Based upon, and subject to, the foregoing assumptions and the qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company is a company limited by shares incorporated with limited liability under the BVI Business Companies Act (As Revised) (the “Act”), is in good standing at the Registry of Corporate Affairs, is validly existing under the laws of the British Virgin Islands and possesses the capacity to sue and be sued in its own name.
- 3.2 The Shares to be offered and issued by the Company pursuant to the provisions of the Plans, have been duly authorised for issue, and when issued by the Company pursuant to the provisions of the Plans for the consideration fixed thereto and duly registered in the Company’s register of members, will be validly issued and (assuming that all of the Consideration is received by the Company) will be fully paid and non-assessable, provided that, to the extent that any Shares are to be issued, in whole or in part, for non-cash consideration, the Company passes a resolution of directors in respect of such Shares stating:
  - (a) the amount to be credited for the issue of such Shares; and
  - (b) that, in their opinion, the present cash value of the non-cash consideration and cash consideration, if any, is not less than the amount to be credited for such Shares.

### 4 Qualifications

The opinions expressed above are subject to the following qualifications:

- 4.1 To maintain the Company in good standing with the Registrar of Corporate Affairs under the laws of the British Virgin Islands, annual filing fees must be paid and returns made to the Registrar of Corporate Affairs within the time frame prescribed by law.
- 4.2 We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-British Virgin Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations and any references to them in the Plans or the Registration Statement.
- 4.3 Under British Virgin Islands law, the register of members is *prima facie* evidence of title to shares and this register would not record a third party interest in such shares. However, there are certain limited circumstances where an application may be made to a British Virgin Islands court for a determination on whether the register of members reflects the correct legal position. Further, the British Virgin Islands court has the power to order that the register of members maintained by a company should be rectified where it considers that the register of members does not reflect the correct legal position. For the purposes of the opinion given in paragraph 3.2, there are no circumstances or matters of fact known to us on the date of this opinion letter which would properly form the basis for an application for an order for rectification of the register of members of the Company, but if such an application were made in respect of the Company’s shares, then the validity of such shares may be subject to re-examination by a British Virgin Islands court.
- 4.4 In this opinion letter, the phrase “non-assessable” means, with respect to the issuance of shares, that a shareholder shall not, in respect of the relevant shares and in the absence of a contractual arrangement, or an obligation pursuant to the memorandum and articles of association, to the contrary, have any obligation to make further contributions to the Company’s assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the heading “Legal Matters” in the prospectus included in the Registration Statement. In providing our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the SEC Act or the rules and regulations of the Commission thereunder.

We express no view as to the commercial terms of the Plans or whether such terms represent the intentions of the parties and make no comment with regard to warranties or representations that may be made by the Company.

The opinions in this opinion letter are strictly limited to the matters contained in the opinions section above and do not extend to any other matters.

This opinion is addressed to you and may be relied upon by you, your counsel and recipients of Shares pursuant to the Registration Statement. This opinion is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

Yours faithfully

/s/ Maples and Calder

Maples and Calder

## Appendix A

### Director's Certificate

To: Maples and Calder  
5<sup>th</sup> Floor, Ritter House  
PO Box 173  
Road Town  
Tortola  
British Virgin Islands

Date: 5 June 2024

Dear Sirs

#### **Critical Metals Corp.** (the “**Company**”)

I, the undersigned, being a director of the Company, am aware that you are being asked to provide a legal opinion in relation to certain aspects of British Virgin Islands law (the “**Opinion**”). Unless otherwise defined herein, capitalised terms used in this certificate have the meaning given to them in the Opinion. I hereby certify that:

- 1 The memorandum and articles of association of the Company registered on 27 February 2024 remain in full force and effect and are unamended.
- 2 The written resolutions of the then sole director of the Company dated 24 October 2022, 22 December 2022, 10 May 2023, 4 August 2023, 9 November 2023, 8 February 2024, 27 February 2024 (concerning, amongst other things, the Plans) and 27 February 2024 (concerning, amongst other things, the Business Combination Agreement) were signed by the then sole director of the Company in the manner prescribed in the memorandum and articles of association of the Company, including as to the disclosure of any interests in the documents referred to therein, and have not been amended, varied or revoked in any respect and the directors of the Company have not restricted or limited the powers of any future directors of the Company in any way.
- 3 The Company is authorised to issue a maximum of 500,000,000 shares with a par value of US\$0.001 each divided into two classes of 450,000,000 ordinary shares and 50,000,000 preferred shares. Immediately prior to the sale of the ordinary shares, the Company will have sufficient authorised but unissued ordinary shares under the memorandum and articles of association of the Company at the time any Shares are issued.
- 4 9,073,988 ordinary shares of par value of US\$0.001 per share of the Company is the number of ordinary shares of par value US\$0.001 per share of the Company that was equal to 10% of the aggregate number of ordinary shares of par value of US\$0.001 per share of the Company issued and outstanding immediately following the Effective Date (as defined in the Incentive Award Plan).
- 5 The members of the Company (the “**Members**”) have not restricted or limited the powers of the directors of the Company in any way.
- 6 The sole director of the Company at the date of the Resolutions was Michael Hanson. The directors of the Company as at the date of this certificate are: Antony Sage; Michael Hanson; Malcolm Day; Carolyn Trabuco; and Mykhailo Zhernov.

- 7 The minute book and corporate records of the Company as maintained at its registered office in the British Virgin Islands and on which the Registered Agent's Certificate were prepared are complete and accurate in all material respects, and all minutes and resolutions filed therein represent a complete and accurate record of all meetings of the members and directors (or any committee thereof) (duly convened in accordance with the memorandum and articles of association of the Company) and all resolutions passed at the meetings, or passed by written resolution or consent, as the case may be.
- 8 The Company has not created any charges over any of its property or assets.
- 9 Prior to, at the time of, and immediately following the implementation of the Plans the Company was, or will be, able to pay its debts as they fell, or fall, due and has entered, or will enter, into the Plans for proper value and not with an intention to defraud or hinder its creditors or by way of fraudulent preference or wilfully defeat an obligation owed to any creditor and the transactions contemplated thereby do not and will not give any creditor an unfair preference.
- 10 Neither the Company nor any of its subsidiaries (if any) has an interest in any land in the British Virgin Islands.
- 11 The directors of the Company consider the transactions contemplated by the Registration Statement and the Plans to be of commercial benefit to the Company and have acted in good faith in the best interests of the Company, and for a proper purpose of the Company, in relation to the transactions which are the subject of the Opinion.
- 12 To the best of my knowledge and belief, having made due inquiry, the Company is not the subject of legal, arbitral, administrative or other proceedings in any jurisdiction. Nor have the Directors and/or the Member taken any steps to have the Company struck off or placed in liquidation, nor have any steps been taken to wind up the Company. Nor has any receiver been appointed over any of the Company's property or assets.
- 13 The Company has at no time had employees.
- 14 To the best of my knowledge and belief, having made due inquiry, there are no circumstances or matters of fact existing which may properly form the basis for an application for an order for rectification of the register of members of the Company.
- 15 The Shares to be issued pursuant to the Registration Statement have been, or will be, duly registered, and will continue to be registered, in the Company's register of members.
- 16 The Company is not a central bank, monetary authority or other sovereign entity of any state and is not a subsidiary, direct or indirect, of any sovereign entity or state.

I confirm that you may continue to rely on this certificate as being true and correct on the day that you issue the Opinion, unless I shall have previously notified you in writing personally to the contrary.

Signature: /s/ Michael John Hanson

Name: Michael John Hanson

Title: Director



INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Critical Metals Corp. on Form S-8 of our report dated November 9, 2024 with respect to our audit of the financial statements of Critical Metals Corp. as of June 30, 2023 and for the period from October 14, 2022 (inception) through June 30, 2023 appearing in the Prospectus, which is part of the Registration Statement on Form F-1, as amended (File No. 333-278400).

/s/ Marcum LLP

Marcum LLP  
Houston, Texas  
June 6, 2024

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Critical Metals Corp. on Form S-8 of our report dated November 9, 2023 with respect to our audits of the consolidated financial statements of European Lithium AT (Investments) Limited as of June 30, 2023 and 2022 and for the years ended June 30, 2023 and 2022, appearing in the Prospectus, which is part of the Registration Statement on Form F-1, as amended (File No. 333-278400).

/s/ Marcum LLP

Marcum LLP  
Houston, Texas  
June 6, 2024



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Critical Metals Corp (the “Company”)  
c/- Maples Corporate Services (BVI) Limited  
Kingston Chambers, PO Box 173, Road Town  
Tortola, British Virgin Islands

DATE  
31<sup>st</sup> May 2024  
SUBJECT  
S-K 1300 Form S-8 Consent  
REFERENCE  
ELIWOL01

**CSA Global South Africa (Pty) Limited (“CSA”)**, an ERM group company, is the authoring firm of the report titled “S-K 1300 Technical Report Summary” dated 27th April 2023, effective date 5th December 2022, regarding the mining property known as the Wolfsberg Lithium Project (the “Project”), which was prepared in accordance the United States Securities and Exchange Commission (“SEC”) S-K regulations (Title 17, Part 229, Items 601 and 1300 to 1305) for the Company (the “Expert Report”).

CSA understands that the Company wishes to refer to CSA’s name and the Expert Report in its Report on Form S-8 (the “Form S-8”) to be prepared and filed by the Company. CSA further understands that the Company wishes to incorporate by reference extracts and/or information from the Expert Report in the Form S-8 related to the Project. CSA has been provided with a copy of Form S-8 and has reviewed the proposed disclosure identified above.

Accordingly, in respect of the Registration Statement, CSA does hereby consent to:

- the use of, and references to, its name in the Form S-8;
- the use of, and references to, the Expert Report in the Form S-8; and
- the use of, in the Registration Statement, extracts and information from the Expert Report or portions thereof,

(collectively, the “Undersigned’s Information”).

CSA confirms that where its work involved a Mineral Resource or Mineral Reserve estimate, such estimates comply with the requirements for Mineral Resource and Mineral Reserve estimation under Subpart 1300 of Regulation S-K promulgated by the SEC.

CSA also confirms that its representatives have read the disclosure in the Registration Statement that relate to the Undersigned’s Information and the Project, and CSA confirms that the disclosure included in the Registration Statement does not contain a misrepresentation.

For and on behalf CSA

By: /s/ Graham Jeffress

Name: Graham Jeffress

Title: Partner, Service Lead – Sustainable Mining Services

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## Calculation of Filing Fee Tables

**Form S-8**  
(Form Type)**Critical Metals Corp.**

(Exact Name of Registrant as Specified in its Charter)

**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price per Unit(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, par value \$0.001 per share	Other (2)	9,073,988	\$ 10.70	\$ 97,091,671.60	\$147.60 per \$1,000,000	\$ 14,330.73
Equity	Ordinary Shares, par value \$0.001 per share	Other (2)	1,814,297	\$ 10.70	\$ 19,412,977.90	\$147.60 per \$1,000,000	\$ 2,865.36
	Total Offering Amounts				\$ 116,504,649.50		\$ 17,196.09
	Total Fee Offsets(3)						—
	Net Fee Due						\$ 17,196.09

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall also cover any additional shares of the Ordinary Shares that may become issuable by reason of any share split, share dividend, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based on the average of the high and low sales prices of the Ordinary Shares on The Nasdaq Stock Market LLC on June 4, 2024.
- (3) The Registrant does not have any fee offsets to claim.