

Target Market Determination

Made by: MTM Critical Metals Limited (ACN 645 885 463) (**Company**)
Effective Date: 12 February 2024
Product: Options to be issued under a prospectus dated 11 February 2024

Important information about this document

This target market determination (**TMD**) has been prepared by the Company in relation to the offers of:

- (a) up to 15,537,045 free attaching quoted options with an exercise price of \$0.25 each and expiring on 26 November 2024 and quoted on ASX under the code MTMO (**Quoted Options**) to Eligible Shareholders who participate in the Entitlement Offer;
- (b) up to 15,000,000 options with an exercise price of \$0.25 each and expiring 30 December 2026 to Sandton Capital Pty Ltd (**Unquoted Consideration Options**);
- (c) up to 50,000,000 Quoted Options to the Vendors (or their respective nominees) (**Quoted Consideration Options**);
- (d) up to 12,000,000 Quoted Options to the Lead Manager (or their respective nominees) (**Lead Manager Options**);
- (e) up to 10,000,000 options with an exercise price of \$0.25 each and expiring 3 years from the date of issue (**Unquoted Options**) to the Directors (or their respective nominees) (**Director Options**);
- (f) up to 10,000,000 Unquoted Options to the Advisers (or their respective nominees) (**Adviser Options**); and
- (g) up to 1,000,000 Unquoted Options to Mr Hadley (or his nominees) (**Director Appointment Options**),

(collectively the **Options**), pursuant to the Company's prospectus (available at <https://mtmcriticalmetals.com.au/asx-announcements>) dated 11 February 2024 (**Prospectus**).

Capitalised terms used, but not defined, in this TMD have the meaning given to them in the Prospectus.

Any recipient of this TMD should carefully read and consider the Prospectus in full and consult their professional adviser if they have any questions regarding the contents of the Prospectus. Any recipient of this TMD who wants to acquire Options under the Prospectus will need to complete the relevant Application Form. There is no cooling off period in respect of the issue of the Options. This TMD is not a disclosure document for the purposes of the *Corporations Act 2001* (Cth) (**Corporations Act**), and therefore has not been lodged, and does not require lodgement, with ASIC.

This TMD does not take into account what you currently have, or what you want and need, for your financial future. It is important for you to consider these matters and read the Prospectus before you make an investment decision. The Company is not licensed to provide financial product advice in relation to the Options.

Details

TMD requirement	Determination
Investment objective	<p>The Company expects that an investment in the Options will be suitable to investors who wish to gain exposure to equities in a small to mid-capped exploration entity listed on the ASX.</p>
Investment timeframe	<p>The target market of investors will take a short to medium term outlook on their investment.</p> <p>Quoted Options: The Company will apply for quotation of the Quoted Options, Placement Options, Quoted Consideration Options, Conversion Options and Lead Manager Options. The Quoted Options are freely tradeable from the date of issue and are suitable for investors looking to trade the Quoted Options prior to exercise of the Options. However, there is no guarantee there will be a liquid market for the Quoted Options, and accordingly, holders of the Quoted Options may not be able to sell the Quoted Options in a timely manner, or at all.</p> <p>Unquoted Options: The Company will not apply for quotation of the Unquoted Options. The Unquoted Options are not transferable (except with the prior written approval of the Company and subject to compliance with the Corporations Act and the ASX Listing Rules) and are therefore not suitable for investors looking to trade the Unquoted Options prior to exercise of the Options.</p> <p>Option holders will also have an ability to exercise Options and trade the underlying Shares issued on exercise, however, investors should be aware that such a dealing is only likely to be commercially viable in the event the trading price of the Shares exceeds the exercise price of the Options both at the date of exercise and sale.</p> <p>Investors with a medium-term outlook will benefit from an ability to exercise Options within the term of the Options and increase their shareholding and exposure to the potential upside in the Company's Shares into the future.</p> <p>Given the need to pay the exercise price in order to acquire the underlying Shares, investors in the target market are those who are in a financial position that is sufficient for them to invest their funds over the respective expiry periods, during which time their ability to liquidate their Options may be limited on exercise of the Options by the trading price of the underlying Shares.</p>
Investment metrics	<p>While the Company does not have an established eligibility framework for investors based on metrics such as age, expected return or volatility, it is expected that the target market of investors will be able to withstand potential fluctuations in the value of their investment. The Options offer no guaranteed income or capital protection.</p>
Risk	<p>The Company considers that, while the issue price of the Options is free, an investment in the Company offered in connection with the Prospectus (for example, through the exercise of the Options) should be considered highly speculative, such that an investment in the Company is not appropriate for an investor who would not be able to bear a loss of some or all of the investment. Investors should also have a sufficient level of financial literacy and resources (either alone or in conjunction with an appropriate adviser) to understand and appreciate the risks of investing in Options as an asset class generally and the more specific risks of investing in an Australian listed mining company.</p>

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Distribution conditions	<p data-bbox="466 331 962 360">The Options are only being offered as follows:</p> <table border="1" data-bbox="466 376 1370 920"> <thead> <tr> <th data-bbox="466 376 778 432">Options</th> <th data-bbox="778 376 1370 432">Who are they offered to</th> </tr> </thead> <tbody> <tr> <td data-bbox="466 432 778 517">Quoted Options</td> <td data-bbox="778 432 1370 517">Eligible Shareholders as defined in Section 2.8 of the Prospectus</td> </tr> <tr> <td data-bbox="466 517 778 602">Unquoted Consideration Options</td> <td data-bbox="778 517 1370 602">Sandton Capital Pty Ltd (or its nominees)</td> </tr> <tr> <td data-bbox="466 602 778 687">Quoted Consideration Options</td> <td data-bbox="778 602 1370 687">Vendors (or their respective nominees)</td> </tr> <tr> <td data-bbox="466 687 778 730">Lead Manager Options</td> <td data-bbox="778 687 1370 730">Joint Lead Managers (or their respective nominees)</td> </tr> <tr> <td data-bbox="466 730 778 786">Director Options</td> <td data-bbox="778 730 1370 786">Directors (or their respective nominees)</td> </tr> <tr> <td data-bbox="466 786 778 842">Adviser Options</td> <td data-bbox="778 786 1370 842">Advisers (or their respective nominees)</td> </tr> <tr> <td data-bbox="466 842 778 920">Director Appointment Options</td> <td data-bbox="778 842 1370 920">Mr Hadley (or his nominees)</td> </tr> </tbody> </table> <p data-bbox="466 929 1394 1021">The Options will also be subject to the distribution condition that the parties named above will be provided with a copy of the Prospectus and access to this TMD before they apply for the Options.</p> <p data-bbox="466 1048 1394 1171">The Prospectus includes jurisdictional conditions on eligibility. The Company will also include on its web landing page for the Offers a copy of this TMD and send a copy of the TMD to each of the Option holders (which may be a digital copy sent to the email address of the relevant Option holder).</p> <p data-bbox="466 1198 1394 1290">For an investment in the Options by the parties named above, the application form which accompanies the Prospectus will require investors to confirm that they meet the eligibility criteria of the expected target market outlined in this TMD.</p> <p data-bbox="466 1317 1394 1408">The Company considers that these distribution conditions will ensure that persons who invest in the Options fall within the target market in circumstances where personal advice is not being provided to those persons by the Company.</p>	Options	Who are they offered to	Quoted Options	Eligible Shareholders as defined in Section 2.8 of the Prospectus	Unquoted Consideration Options	Sandton Capital Pty Ltd (or its nominees)	Quoted Consideration Options	Vendors (or their respective nominees)	Lead Manager Options	Joint Lead Managers (or their respective nominees)	Director Options	Directors (or their respective nominees)	Adviser Options	Advisers (or their respective nominees)	Director Appointment Options	Mr Hadley (or his nominees)
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TMD requirement	Determination
Review triggers	<p>The Options are being offered for a limited offer period set out in the Prospectus, after the conclusion of which the Options will no longer be available for investment by way of issue. It follows that the TMD will only apply in the period up to the issue of the Options (Offer Period).</p> <p>To allow the Company to determine whether circumstances exist that indicate this TMD is no longer appropriate to the Options and should be reviewed, the following review triggers apply for the Offer Period:</p> <ul style="list-style-type: none"> a) the Company issues a supplementary prospectus during the Offer Period which allows subscribers under the Offers to withdraw their applications pursuant to section 724(2)(a) of the Corporations Act; b) any event or circumstance that would materially change a factor taken into account in making this TMD; c) the existence of a significant dealing of the Options that is not consistent with this TMD; d) ASIC raises concerns with the Company regarding the adequacy of the design or distribution of the Options or this TMD; and e) material changes to the regulatory environment that applies to an investment in the Options.
Review period	<p>If a review trigger occurs during the Offer Period, the Company will undertake a review of the TMD in light of the review trigger.</p> <p>The Company will otherwise complete a review of the TMD immediately prior to the issue of Options under the Prospectus.</p>

TMD requirement	Determination		
Information reporting	The reporting requirements of all distributors is set out in the table below:		
	Reporting requirement	Period for reporting to the Company by the distributor	Information to be provided
	Whether the distributor received complaints about the Options.	<ul style="list-style-type: none"> For such time as the duration of the Offers remain open (Offer Period), within 10 business days after the end of each quarter. Within 10 business days after the end of the Offer Period. 	<ul style="list-style-type: none"> The number of complaints received. A summary of the nature of each complaint or a copy of each complaint.
	A significant dealing of the Options that is not consistent with this TMD.	As soon as reasonably practicable after the significant dealing occurs, but in any event no later than 10 business days after the significant dealing occurs.	<ul style="list-style-type: none"> Details of the significant dealing. Reasons why the distributor considers that the significant dealing is not consistent with this TMD.
A summary of the steps taken by the distributor to ensure that its conduct was consistent with this TMD.	Within 10 business days after the end of the close of the Offer Period of the Options (which will occur upon the date the Options are issued) in accordance with the Prospectus.	A summary of the steps taken by the distributor to ensure that its conduct was consistent with this TMD.	

Contact details

Contact details in respect of this TMD for the Company are:

Simon Adams

Company Secretary

MTM Critical Metals Limited

Email: simon.adams@mtmmetals.com.au