

ASX RELEASE

23 December 2024

MTM COMPLETES \$7.5M STRATEGIC PLACEMENT TO LEADING INSTITUTIONAL INVESTORS, INCLUDING PENGANA AND TERRA CAPITAL

- **Pengana Capital has invested \$4 million**, becoming a **substantial shareholder in MTM**.
- Pengana's support aligns with their existing investment in comparable ASX and NASDAQ-listed companies.
- **Terra Capital**, an existing substantial shareholder of MTM, **has increased its holding**.
- **Unsolicited Institutional Demand:** Driven by leading investors recognising the growing global momentum for onshoring critical metals and industrial technologies to the US.
- **The placement was completed at 0% discount** to the last traded price, highlighting the strong investor confidence in MTM's strategic direction and growth potential
- The placement also attracted backing from a **substantial international Family Office**, further broadening MTM's institutional shareholder base.
- **Strong pipeline of newsflow expected throughout 2025:** Upcoming updates on the pilot facility, ongoing testing programs, and advancements in strategic collaborations.

WATCH A VIDEO SUMMARY OF THIS ANNOUNCEMENT & ENGAGE WITH MTM [HERE](#)

MTM Critical Metals Limited ("MTM" or the "Company") (ASX: MTM) is pleased to announce the successful completion of a strategic \$7.5 million placement to institutional investors, further solidifying its position as a leader in critical metals processing and advanced industrial technology. The placement was unsolicited and driven by strong interest from high-calibre institutional investors who recognise the long-term potential of the company. This strategic opportunity was pursued not out of a need to raise funds but to align the register with investors who share our vision for future success. It represents an efficient way to secure their support and further strengthen the company's position for sustained growth.

The placement includes a cornerstone commitment from **Pengana Capital Group** (Pengana), a prominent Australia-based fund with significant US presence, and substantial investment in similar innovative industrial technology companies. Pengana's reputation as a leading fund with significant thematic conviction in onshoring critical metals to the United States underscores the strategic importance of MTM's mission. Pengana's investment complements their existing holdings in similar ASX and NASDAQ-listed companies that utilise innovative industrial metal processing technologies to revolutionise the critical metals supply chain.

Terra Capital, currently MTM's largest existing shareholder, has increased its position, reinforcing its commitment to the Company's strategic vision & the growth of its Flash Joule Heating (FJH) technology. The placement also attracted backing from a substantial international Family Office, further broadening MTM's institutional shareholder base.

MTM Managing Director & CEO, Michael Walshe, said: *"This strategic placement is a transformative milestone for MTM. The calibre of investors, including Pengana Capital and Terra Capital, underscores the growing recognition of MTM's vision to revolutionise critical metals processing. Pengana's investment, as a globally respected fund, is a strong endorsement of our mission and technology. We are grateful for their trust and look forward to delivering on our ambitious plans to onshore critical metals refining to the U.S."*

"We are committed to executing our commercialisation strategy by driving the timely completion of our Texas-based demonstration plant while fostering strategic partnerships with key industry and government stakeholders in the U.S. The accelerated development of this state-of-the-art processing facility aims to reshore critical metals production, strengthening U.S. supply chain security and reducing reliance on foreign sources. Collaborations with esteemed

organisations such as New York-headquartered **Indium Corporation**¹ underscore MTM's capacity to bolster the domestic critical metals supply chain, a priority amplified by ongoing global geopolitical dynamics”.

Placement Details

Firm commitments have been received for a Placement to subscribe for approximately **51.7 million** new fully paid ordinary shares in the Company (“New Shares”) to professional and sophisticated investors at the issue price of **\$0.145 per share** (“Issue Price”) to raise approximately **\$7.5 million** (before costs).

- The Issue Price of \$0.145 per New Share is a **nil discount** to the last traded price at close of trading on 19 November 2024, and a 3.6% premium to the 20-day VWAP.
- The New Shares will rank equally with existing ordinary shares on issue.
- Placement Shares are expected to be issued on or about **Monday, 6 January 2024**.
- Peloton Capital, Sandton Capital & GBA Capital, acted as Joint Lead Manager and Bookrunners. The associated fees are 6% of proceeds plus 6 million unlisted options exercisable at \$0.25 with a four-year expiry from the date of issue.

Strategic Importance

The placement reflects the growing recognition of MTM's pivotal role in addressing global supply chain vulnerabilities for critical metals. Both [Pengana Capital](#) and [Terra Capital](#) are cornerstone investors aligns with their existing investments in comparable ASX and NASDAQ-listed companies with a similar mission to transform the supply chain of critical metals through innovative metal processing technologies. Their investment in MTM demonstrates their confidence in the Company's potential to lead the sector.

Use of Funds

The Proceeds from the placement will be directed toward:

1. Accelerating the scale-up and commercialisation of MTM's **FJH technology**, a revolutionary process enabling efficient recovery of critical metals, including gallium, germanium, and rare earth elements from waste streams & mineral ores.
2. Advancing the development of MTM's Texas-based processing plant, aimed at reshoring the refining of critical metals to the US, addressing key national security and supply chain challenges.
3. Minimising permitting delay risks by potentially securing a pre-permitted industrial site to expedite project timelines.



Fig 1. FJH Pilot / Demonstration Plant

¹ ASX:MTM announcement dated 29/11/2024 'Strategic Collaboration with Major Gallium & Germanium Firm'

Upcoming Newsflow Throughout 2025

MTM is poised for an exciting year ahead, with a strong pipeline of updates expected throughout 2025. Key milestones include the completion of the FJH demonstration plant design by February, followed by procurement, construction, and commissioning phases. In parallel, ongoing testing programs across multiple critical metal feedstocks, such as rare earths, lithium, and e-waste, will deliver further validation of the technology. Strategic partnerships, non-dilutive funding updates, and progress toward binding offtake agreements will also feature prominently as MTM advances its commercialisation strategy and builds momentum toward revenue generation.

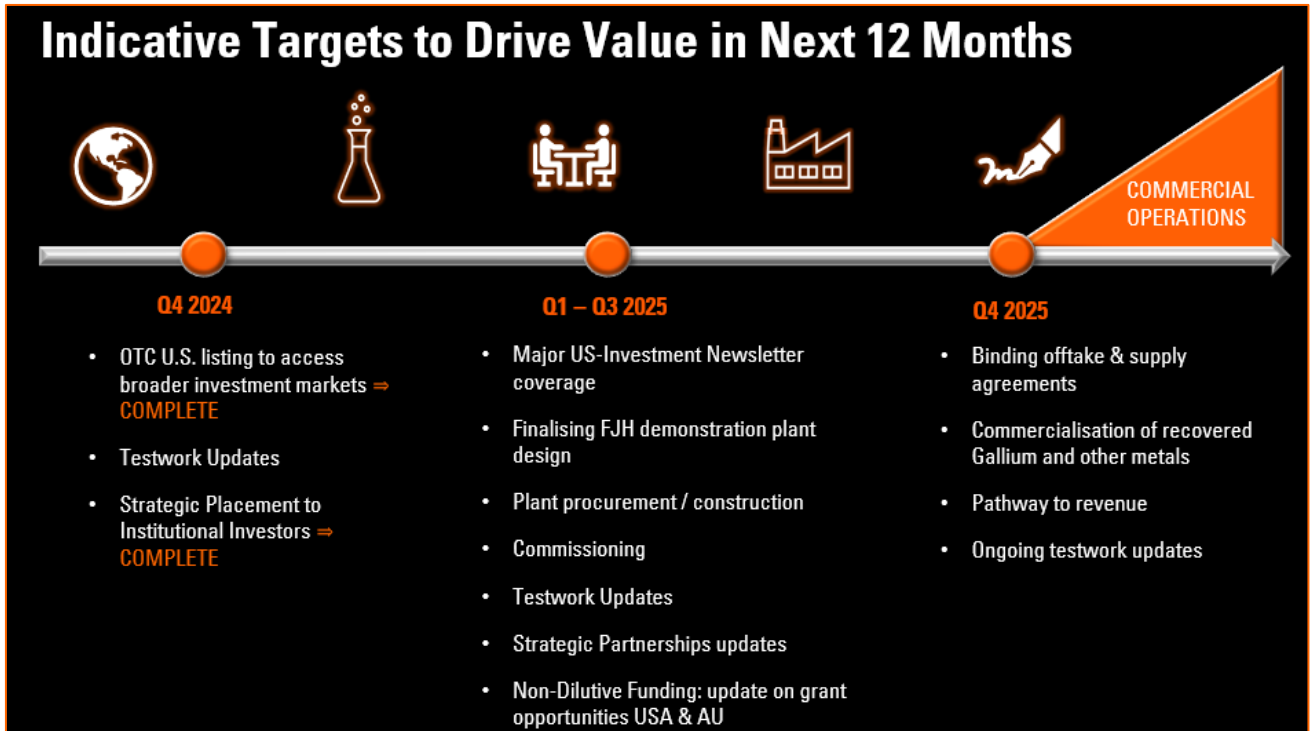


Fig 2. Indicative Newsflow Timeline over 2025

This announcement has been authorised for release by the Board of Directors.

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ABOUT MTM CRITICAL METALS LIMITED

MTM Critical Metals Limited is an ASX-listed company headquartered in Perth, Western Australia, with a dual focus on metal recovery technology development & mineral exploration. MTM's 100%-owned USA subsidiary **Flash Metals USA Inc** is based in Texas, USA. MTM possess exclusive licensing rights to the innovative *Flash Joule Heating technology*, a cutting-edge metal recovery and mineral processing method developed by esteemed researchers at Rice University, USA. Additionally, MTM holds exploration assets prospective for niobium (Nb), rare earth elements (REE), and gold, strategically located in Western Australia and Québec.

- Flash Joule Heating (FJH) is an advanced electrothermal process that enhances metal recovery and mineral processing compared to traditional methods. By rapidly heating materials in a controlled atmosphere, FJH efficiently extracts metals like lithium from spodumene, gallium from scrap, and gold from e-waste, among others. This technology has the potential to revolutionise metal recovery by reducing energy consumption, reagent use, and waste, offering a more economical and environmentally friendly alternative.
- MTM's West Arunta Nb-REE exploration assets are situated in one of Australia's premier exploration hotspots, where over \$60 million has been invested by ASX-listed companies such as WA1 Resources, Encounter Resources, Rio Tinto (in JV with Tali Resources), and IGO Limited. MTM also holds tenements in other key mineral regions across Western Australia, including the Mukinbudin Nb-REE Project, East Laverton Gold & Base Metals Project, and Mt Monger Gold Project. In Québec, the Pomme Project is a highly promising carbonatite intrusion rich in REE and niobium, located near the world-class Montviel deposit.

To learn more, visit:

Website: <https://www.mtmcriticalmetals.com.au/>

MTM's Investor Hub: <https://investorhub.mtmcriticalmetals.com.au/>

PREVIOUS DISCLOSURE

The information in this announcement is based on the following MTM Critical Metals Limited ASX announcements, which are all available from the MTM Critical Metals Limited website www.mtmcriticalmetals.com.au and the ASX website www.asx.com.au.

Date	Description
29 November 2024	Strategic Collaboration with Major Gallium & Germanium Firm'
6 December 2024	Form 603 Notice of initial substantial holder – Terra Capital Natural Resources Fund

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original ASX announcements and that all material assumptions and technical parameters underpinning the relevant ASX announcements continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are represented have not been materially modified from the original ASX announcements.

CAUTIONARY STATEMENT REGARDING VALUES & FORWARD-LOOKING INFORMATION

The figures, valuations, forecasts, estimates, opinions and projections contained herein involve elements of subjective judgment and analysis and assumption. MTM Critical Metals does not accept any liability in relation to any such matters, or to inform the Recipient of any matter arising or coming to the company's notice after the date of this document which may affect any matter referred to herein. Any opinions expressed in this material are subject to change without notice, including as a result of using different assumptions and criteria. This document may contain forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "expect", and "intend" and statements than an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking information is subject to business, legal and economic risks and uncertainties and other factors that could cause actual results to differ materially from those contained in forward-looking statements. Such factors include, among other things, risks relating to property interests, the global economic climate, commodity prices, sovereign and legal risks, and environmental risks. Forward-looking statements are based upon estimates and opinions at the date the statements are made. MTM Critical Metals undertakes no obligation to update these forward-looking statements for events or circumstances that occur subsequent to such dates or to update or keep current any of the information contained herein. The Recipient should not place undue reliance upon forward-looking statements. Any estimates or projections as to events that may occur in the future (including projections of revenue, expense, net income and performance) are based upon the best judgment of MTM Critical Metals from information available as of the date of this document. There is no guarantee that any of these estimates or projections will be achieved. Actual results will vary from the projections and such variations may be material. Nothing contained herein is, or shall be relied upon as, a promise or representation as to the past or future. MTM Critical Metals, its affiliates, directors, employees and/or agents expressly disclaim any and all liability relating or resulting from the use of all or any part of this document or any of the information contained herein.