
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Critical Metals Corp.

(Name of Issuer)

Ordinary Shares, \$0.001 par value per share

(Title of Class of Securities)

G2662B103

(CUSIP Number)

Jason A. Rocha
White & Case LLP, 609 Main Street Suite 2900
Houston, TX, 77002
(713) 496-9700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

06/25/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. G2662B103

1 Name of reporting person

European Lithium Limited

2 Check the appropriate box if a member of a Group (See Instructions)

	☐ (a)
	☐ (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	AUSTRALIA
	Sole Voting Power
7	63,916,641.00
Number of	Shared Voting Power
Shares	
Beneficially	8
Owned by	0.00
Each	Sole Dispositive Power
Reporting	9
Person	63,916,641.00
With:	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	63,916,641.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	60.9 %
	Type of Reporting Person (See Instructions)
14	OO

Comment for Type of Reporting Person: (1) The aggregate amount of ordinary shares, \$0.001 par value per share of the Issuer (the "Ordinary Shares"), beneficially owned by the Reporting Person is comprised of 66,416,641 Ordinary Shares acquired from the Issuer on February 27, 2024 in connection with the transactions contemplated by that certain Agreement and Plan of Merger, dated as of October 24, 2022, as amended as of January 4, 2023, July 7, 2023, and November 17, 2023 (the "Merger Agreement"), by and among the Issuer, the Reporting Person, Sizzle Acquisition Corp., a Delaware corporation, European Lithium AT (Investments) Limited, a BVI business company incorporated in the British Virgin Islands ("ELAT") and Project Wolf Merger Sub Inc., a Delaware corporation and a direct, wholly-owned subsidiary of the Issuer, as more fully described in the Issuer's Registration Statement on Form F-4 that was declared effective on December 27, 2023 and as supplemented on February 15, 2024 (the "Business Combination"), less shares subsequently transferred by the Reporting Person, including 2,000,000 shares sold pursuant to the Stock Purchase Agreement (as defined below). (2) Percent of class calculated based on an aggregate of 104,912,853 Ordinary Shares issued and outstanding as of June 27, 2025.

SCHEDULE 13D

- Item 1. Security and Issuer
- Title of Class of Securities:
- (a) Ordinary Shares, \$0.001 par value per share
- Name of Issuer:
- (b) Critical Metals Corp.
- (c) Address of Issuer's Principal Executive Offices:

- Item 1** This Amendment No. 2 to Schedule 13D (this "Amendment No. 2") amends and supplements the Schedule 13D filed
Comment: by the Reporting Person with the Securities and Exchange Commission (the "SEC") on March 5, 2024 (as amended by Amendment No. 1 to Schedule 13D filed with the SEC on December 13, 2024 and further amended by this Amendment No. 2, the "Schedule 13D"), relating the ordinary shares, \$0.001 par value per share ("Ordinary Shares"), of Critical Metals Corp., a BVI business company incorporated in the British Virgin Islands (the "Issuer"). Unless specifically amended or supplemented by this Amendment No. 2, the disclosures set forth in the Schedule 13D remain unchanged. Capitalized terms used but not otherwise defined in this Amendment No. 2 shall have the meanings assigned to them in the Schedule 13D.
- Item 3.** Source and Amount of Funds or Other Consideration
Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following disclosure to Item 3: Stock Purchase Agreement On June 25, 2025, the Reporting Person entered into that certain Stock Purchase Agreement (the "Stock Purchase Agreement") with a third party, pursuant to which, upon the terms and conditions set forth therein, the Reporting Person agreed to sell, and the third party agreed to acquire, 2,000,000 Ordinary Shares of the Issuer for an aggregate purchase price of \$5,000,000.
- Item 4.** Purpose of Transaction
Item 4 of the Schedule 13D is hereby amended to incorporate the amendments set forth in Item 3 to this Amendment No. 2 to Item 4.
- Item 5.** Interest in Securities of the Issuer
Item 5 of the Schedule 13D is hereby amended to incorporate the amendments set forth in Item 3 to this Amendment No. 2 to Item 5 and Items 5(a) - (e) of the Schedule 13D is hereby amended and restated as follows: (a) The aggregate amount of Ordinary Shares of the Issuer beneficially owned by the Reporting Person is comprised of 63,916,641
(a) Ordinary Shares after giving effect to the transactions contemplated by the Stock Purchase Agreement, which equates to 60.9% of the outstanding Ordinary Shares. See Item 3 above for a description of the Earnout Shares. The percentage of the class is calculated based on an aggregate of 104,912,853 Ordinary Shares issued and outstanding as of June 27, 2025.
(b) European Lithium Limited (1) Sole Voting Power: 63,916,641 (2) Shared Voting Power: 0 (3) Sole Dispositive Power: 63,916,641 (4) Shared Dispositive Power: 0
(c) Except as described in this Schedule 13D, during the past 60 days none of the Reporting Persons or Covered Persons has effected any transactions in the Ordinary Shares.
(d) Except as disclosed in this Schedule 13D, no other person is known to have the right to receive, or the power to direct the receipt of dividends from, the proceeds from the sale of the Ordinary Shares to which this Schedule 13D relates.
(e) Not applicable.
- Item 6.** Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
Item 6 of the Schedule 13D is hereby amended to incorporate the amendments set forth in Item 3 to this Amendment No. 2 to Item 6.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

European Lithium Limited

Signature: /s/ Tony Sage

Name/Title: Tony Sage / Executive Chairman

Date: 07/01/2025