



TREASURE HUNT

JOBS

MARKETS

BUYER'S GUIDE

TNM MAPS

ADVERTISE

RSS

NEWSLETTER

SUBSCRIPTIONS

DRILL HOLES

BUY GOLD & SILVER

TNM MARCO POLO



premium-leaderboard



Critical Metals Signs Definitive Agreement to Acquire European Lithium

Monday, May 18, 2026 5:30 AM PDT



NEW YORK, May 18, 2026 (GLOBE NEWSWIRE) -- Critical Metals Corp. (Nasdaq: CRML) ("Critical Metals Corp." or the "Company"), further to its news release on April 27, 2026, today announced the execution of a binding Scheme Implementation Deed under which Critical Metals will acquire all of the issued shares and listed options of European Lithium Ltd. (ASX:EUR) ("European Lithium") by way of two interdependent schemes of arrangement under Australian law (the "Transaction").

Critical Metals' Chief Executive Officer and Executive Chairman Mr. Tony Sage commented, "The market reaction to this acquisition on April 27 was very positive and we are pleased to execute the binding definitive agreement. This is a logical transaction that has a strong strategic rationale and offers clear, material benefits to Critical Metals shareholders. I am delighted to see Tanbreez's ownership consolidated under a single legal owner and for Critical Metals to be very well-funded so that Tanbreez can be rapidly advanced into a strong rare earth market for the benefit of shareholders and other stakeholders. I strongly believe that upon completion of this transaction, Critical Metals will be uniquely positioned as a leading heavy rare earths developer that benefits from owning 100% of the highly strategic Tanbreez project, as well as having peer-group leading strong balance sheet, a diversified global shareholder base and a highly liquid stock on the NASDAQ in the United States."

Transaction Rationale

The Transaction is a logical combination that has a compelling strategic rationale and is expected to create value for Critical Metals shareholders.

- Minimize Critical Metals Dilution and Increase Critical Metals Public Float:
 - European Lithium owns 45,536,338 shares of Critical Metals (the "Cross-holding Shares"), representing approximately 31% of Critical Metals outstanding shares. Upon completion of the Transaction, Critical Metals intends to minimize the Cross-holding Shares which will substantially reduce the associated Critical Metals shareholder dilution resulting from the Transaction yet materially increase Critical Metals' public float which is expected to augment Critical Metals' already strong trading liquidity profile.
- Consolidation of Tanbreez Ownership:
 - European Lithium owns 7.5% of the Tanbreez Rare Earth Project in Greenland ("Tanbreez") and following completion of the Transaction, Critical Metals is positioned to consolidate 100% of Tanbreez, which will simplify the ownership, decision making and financing strategy for Tanbreez as it is advanced towards development.
- Fortification of Critical Metals' Balance Sheet:
 - European Lithium has a cash balance of approximately AUD\$306 million (approximately US\$200 million) as of March 31, 2026, and Critical Metals, which currently has a cash balance of approximately US\$124 million, will have a robust balance sheet to acquire Tanbreez into a strong rare earth market that requires new sources of capital from Western allied nations. In addition, excluding the Cross-holding Shares, Critical Metals currently holds marketable securities with a market value of approximately US\$100 million.



Skip Ad

Transaction Benefits for Critical Metals Shareholders

- Improved Capital Markets and Optimal Pro Forma Ownership:
 - Removes overhang from regular block trade dispositions of Critical Metals shares by European Lithium at significant discounts to the prevailing market price.
 - Critical Metals' expected reduction of the Cross-holding Shares substantially reduces the associated shareholder dilution resulting from the Transaction, yet materially increases Critical Metals' public float, which is expected to augment Critical Metals' already strong trading liquidity profile.
- Removal of Large Shareholder
 - Removes a shareholder with 31% ownership from the shareholder register and puts control of Critical Metals in the market, which may make Critical Metals more attractive to future potential strategic investors and/or future potential acquirers.
- 100% Ownership of Tanbreez
 - Positioned to consolidate 100% ownership of Tanbreez by acquiring European Lithium's 7.5% stake.
- Peer Group-Leading Balance Sheet Strength
 - Provides substantial additional cash from European Lithium to advance the development of Tanbreez and other projects.

Transaction Details

The Transaction will be implemented by way of two interdependent Schemes of Arrangement under Australian law in relation to European Lithium's shares and listed options respectively.

Pursuant to the Transaction, European Lithium shareholders will receive 0.035 shares of Critical Metals for each European Lithium share held (the "Exchange Ratio").

European Lithium's outstanding listed options ("EUR Options") will be transferred to Critical Metals in exchange for a number of Critical Metals shares equal to the Exchange Ratio minus a fraction, the numerator of which is the option's exercise price and the denominator of which is the a 20-day VWAP of Critical Metal's share price prior to the record date of the schemes.

European Lithium's zero-dollar exercise price unlisted options ("ZEPOs") will be treated as follows:

1. The ZEPO tranches (totaling 90,000,000 ZEPOs) consisting of: (i) 45,000,000 ZEPOs vesting upon European Lithium's VWAP exceeding A\$0.50 for 20 consecutive trading days, and (ii) 45,000,000 ZEPOs vesting upon the European Lithium's VWAP exceeding A\$0.60 for 20 consecutive trading days will be cancelled in consideration for newly issued Critical Metals ordinary shares, with the number to be issued calculated using the Exchange Ratio; and
2. The remaining ZEPO tranches (totaling 180,000,000 ZEPOs) consisting of: (i) 45,000,000 ZEPOs vesting upon European Lithium's VWAP exceeding A\$0.70 for 20 consecutive trading days, (ii) 45,000,000 ZEPOs vesting upon the European Lithium's VWAP exceeding A\$0.80 for 20 consecutive trading days, (iii) 45,000,000 ZEPOs vesting upon European Lithium's VWAP exceeding A\$0.90 for 20 consecutive trading days, and (iv) 45,000,000 ZEPOs vesting upon European Lithium's VWAP exceeding A\$1.00 for 20 consecutive trading days will be exchanged for newly issued economically equivalent securities issued by Critical Metals (with the quantum of such securities calculated by multiplying the number of ZEPOs by the Exchange Ratio), with such Critical Metals securities having the same vesting conditions (subject only to adjustments in the case of share price targets, calculated by multiplying the various share price targets by the inverse of the Exchange Ratio) and the same expiration dates as the existing ZEPOs.

Completion of the Transaction is conditional upon a number of items, including, without limitation, the approval of the shareholders of European Lithium, European Lithium having a balance of not less than AUD\$330,000,000, the holders of unlisted options and cancellation deeds to give effect to the treatment of those securities as set out change in European Lithium and Critical Metals business and assets and of any regulated events, receipt of all necessary regulatory approvals, consents, waive court approvals.

⊗

The above description of the Transaction is not complete and qualified in all respect by the Schemes of Arrangement.

The Transaction is expected to be completed in the second half of 2026. A scheme meeting of the shareholders of European Lithium is expected to be held in the third quarter of 2026 to approve the Proposed Transaction.

Critical Metals has engaged Cantor Fitzgerald & Co. as its financial advisor, Cleary Gottlieb Steen & Hamilton LLP as its U.S. legal advisor and Nova Legal as its Australian legal advisor in respect of the Proposed Transaction. European Lithium has engaged Poynton Stavrianou as its financial advisor and Steinepreis Paganin as its legal advisor in respect of the Proposed Transaction.

ABOUT CRITICAL METALS CORP.

Critical Metals Corp (Nasdaq: CRML) is a leading mining development company focused on critical metals and minerals, and producing strategic products essential to electrification and next-generation technologies for Europe and its Western world partners. Its flagship Project, Tanbreez, is one of the world's largest, rare-earth deposits and is located in Southern Greenland. The deposit is expected to have access to key transportation outlets as the area features year-round direct shipping access via deep water fjords that lead directly to the North Atlantic Ocean.

Another key asset is the Wolfsberg Lithium Project located in Carinthia, 270 km south of Vienna, Austria. The Wolfsberg Lithium Project is the first fully permitted mine in Europe and is strategically located with access to established road and rail infrastructure and is expected to be the next major producer of key lithium products to support the European market. Wolfsberg is well positioned with offtake and downstream partners to become a unique and valuable asset in an expanding geostrategic critical metals portfolio. With this strategic asset portfolio, Critical Metals Corp is positioned to become a reliable and sustainable supplier of critical minerals essential for defense applications, the clean energy transition, and next-generation technologies in the western world.

For more information, please visit <https://www.criticalmetalscorp.com/>.

Cautionary Note Regarding Forward-Looking Statements

This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements may include expectations of our business and the plans and objectives of management for future operations. These statements constitute projections, forecasts and forward-looking statements, and are not guarantees of performance. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. When used in this news release, forward-looking statements may be identified by the use of words such as "estimate," "plan," "project," "forecast," "intend," "will," "expect," "anticipate," "believe," "seek," "target," "designed to" or other similar expressions that predict or indicate future events or trends or that are not statements of historical facts. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements.

Forward-looking statements are subject to known and unknown risks and uncertainties and are based on potentially inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Actual results could differ materially from those anticipated in forward-looking statements for many reasons, including the factors discussed under the "Risk Factors" section in the Company's Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission. These forward-looking statements are based on information available as of the date of this news release, and expectations, forecasts and assumptions as of that date, involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be taken as a representation of our views as of any subsequent date, and we do not undertake any obligation to update or revise our forward-looking statements to reflect events or circumstances after the date they were made, or to reflect new information, future events or otherwise, except as may be required under applicable law.

Critical Metals Corp.