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# CRITICAL METALS CORP.

Reported by

**DAY MALCOLM RAYMOND**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/10/26 for the Period Ending 11/01/26

| | |
|---|---|
| Telephone | 61 (8) 6181 9792 |
| CIK | 0001951089 |
| Symbol | CRML |
| SIC Code | 1000 - Metal Mining |
| Industry | Specialty Mining & Metals |
| Sector | Basic Materials |

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# FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **Day Malcolm Raymond** | **Critical Metals Corp. [CRML]** | _X_ Director ____ 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | ____ Officer (give title below) ____ Other (specify below) |
| **251 LITTLE FALLS DRIVE** | **11/1/2026** | |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| **WILMINGTON DELAWARE 19808** | | _X_ Form filed by One Reporting Person |
| (City) (State) (Zip/Postal Code) | | ___ Form filed by More than One Reporting Person |
| **UNITED STATES** | | |
| (Country) | | |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| **Ordinary Shares** | **11/5/2026** | | **J** | | **2,945,924** (1) | **A** | (2) | **2,945,924** | **I** | **Pixsell Pty Ltd (Pixsell Unit A/C)** |
| **Ordinary Shares** | **11/5/2026** | | **J** | | **840,760** (1) | **A** | (2) | **840,760** | **I** | **Hollywood Marketing (WA) Pty Ltd** |
| **Ordinary Shares** | **11/5/2026** | | **J** | | **118,784** (1) | **A** | (2) | **118,784** | **I** | **Goldshore Investments Pty Ltd (M R Day Superfund A/C)** |
| **Ordinary Shares** | **11/1/2026** | | **J** | | **150,000** | **A** | (3) | **150,000** (5) | **D** | |
| **Ordinary Shares** | | | | | | | | **1,459,179** (4) | **D** | |

**Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| **Replacement Performance Warrant (EUR Class 3)** | **$0** (6) | **11/5/2026** | | **J** | | **1** | | (7) | **12/31/2027** | **Ordinary Shares** | **675,000** | (8) | **1** | **D** | |
| **Replacement Performance Warrant (EUR Class 4)** | **$0** (6) | **11/5/2026** | | **J** | | **1** | | (7) | **12/31/2028** | **Ordinary Shares** | **675,000** | (8) | **1** | **D** | |
| **Replacement Performance Warrant (EUR Class 5)** | **$0** (6) | **11/5/2026** | | **J** | | **1** | | (7) | **12/31/2028** | **Ordinary Shares** | **675,000** | (8) | **1** | **D** | |
| **Replacement** | | | | | | | | | | | | | | | |

**Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| **Performance Warrant (EUR Class 6)** | **$0** (6) | **11/5/2026** | | **J** | | **1** | | (7) | **12/31/2029** | **Ordinary Shares** | **675,000** | (8) | **1** | **D** | |

**Explanation of Responses:**

**(1)** On November 5, 2026, the Reporting Person acquired indirectly an aggregate of 3,905,468 Ordinary Shares of Critical Metals Corp. (the "Issuer") in exchange for ordinary shares of European Lithium Limited in connection with implementation of a scheme of arrangement. The exchange ratio was 0.045 Ordinary Shares of Critical Metals Corp. for each ordinary share of European Lithium Limited.

**(2)** The Ordinary Shares were acquired solely in exchange for ordinary shares of European Lithium Limited at the exchange ratio described in footnote (1). No cash consideration was paid by the Reporting Person.

**(3)** The restricted stock units were granted to the Reporting Person as compensation for services to the Issuer. No monetary consideration was paid for the award.

**(4)** Represents (i) 409,179 Ordinary Shares held directly by the Reporting Person and (ii) holdings attributable to an award of 1,050,000 restricted stock units ("RSUs") granted on November 1, 2025, that will vest in three equal annual installments commencing on November 1, 2026, subject to the reporting person's continued service through such date. Each RSU represents a contingent right to receive one Ordinary Share.

**(5)** Represents ordinary shares of the Issuer, par value $0.001 per share ("Ordinary Shares"), underlying restricted stock units ("RSUs") granted on November 1, 2026 that will vest in three equal annual installments commencing on November 1, 2027, subject to the reporting person's continued service through such date. Each RSU represents a contingent right to receive one Ordinary Share.

**(6)** Each reported warrant entitles Malcolm Day (the "Reporting Person") to receive 675,000 ordinary shares of Critical Metals Corp., subject to adjustment and satisfaction of the applicable vesting condition, without payment of any further cash exercise price. The quantities in columns 5 and 9 are expressed as the number of warrants; the underlying ordinary shares are reported in column 7.

**(7)** Each warrant vests automatically when the volume-weighted average price of the ordinary shares of Critical Metals Corp. on Nasdaq over 20 consecutive Nasdaq trading days equals or exceeds the applicable threshold, subject to adjustment under the warrant. The thresholds for the warrants replacing the European Lithium Limited Class 3, Class 4, Class 5 and Class 6 performance rights are $10.92, $12.48, $14.04 and $15.60, respectively. The applicable condition must be satisfied on or before December 31, 2027, December 31, 2028, December 31, 2028 and December 31, 2029, respectively, or the relevant warrant automatically lapses. Upon vesting, no exercise notice or other action by the Reporting Person is required, and the underlying ordinary shares are to be issued as soon as reasonably practicable and in any event within five business days after satisfaction of the condition.

**(8)** On November 5, 2026, Critical Metals Corp. issued the replacement warrants in connection with implementation of the scheme of arrangement involving Critical Metals Corp. and European Lithium Limited. Each warrant was issued in replacement of 15,000,000 European Lithium Limited performance rights of the corresponding class held by the Reporting Person, which were cancelled in connection with the transaction. The share scheme transaction ratio was 0.045, resulting in an entitlement to 675,000 ordinary shares of Critical Metals Corp. under each warrant. The consideration comprised cancellation of those performance rights and the other consideration provided under or in connection with the scheme implementation and security cancellation deeds. [Insert the value of the noncash consideration for each warrant, in U.S. dollars, before filing.]

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **Day Malcolm Raymond**<br>**251 LITTLE FALLS DRIVE**<br>**WILMINGTON**<br>**DELAWARE**<br>**19808**<br>**UNITED STATES** | **X** | | | |

**Signatures**

| **/s/ John Thomas, Attorney-in-Fact** | **11/10/2026** |
|---|---|
| ** Signature of Reporting Person | Date |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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