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CRITICAL METALS CORP.

Reported by

ZHERNOV MYKHAILO

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.

OMB APPROVAL
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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)
Zhernov Mykhailo	**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**		**935,024** (1)	**A**	(2)	**1,394,203**	**D**	
Ordinary Shares	**11/5/2026**		**J**		**2,053,392**	**A**	(2)	**2,053,392**	**I**	**Millstone and Company Global DWE-LLC**
Ordinary Shares	**11/1/2026**		**J**		**150,000**	**A**	(3)	**150,000** (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** (5)	**11/5/2026**		**J**		**1**		(6)	**12/31/2027**	**Ordinary Shares**	**225,000**	(7)	**1**	**D**	
Replacement Performance Warrant (EUR Class 4)	**$0** (5)	**11/5/2026**		**J**		**1**		(6)	**12/31/2028**	**Ordinary Shares**	**225,000**	(7)	**1**	**D**	
Replacement Performance Warrant (EUR Class 5)	**$0** (5)	**11/5/2026**		**J**		**1**		(6)	**12/31/2028**	**Ordinary Shares**	**225,000**	(7)	**1**	**D**	
Replacement Performance Warrant (EUR Class 6)	**$0** (5)	**11/5/2026**		**J**		**1**		(6)	**12/31/2029**	**Ordinary Shares**	**225,000**	(7)	**1**	**D**	

Explanation of Responses:

(1) On November 5, 2026, the Reporting Person acquired 2,988,416 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 ordinary shares of the Issuer, par value $0.001 per shares ("Ordinary Shares" underlying restricted stock units ("RSU's") granted on November 1, 2026 that will vest on November 1, 2027 subject to the reporting person's continued service through such date. Each RSU represents a continent right to receive one Ordinary Share.

(5) Each reported warrant entitles the Reporting Person to receive 225,000 Ordinary Shares, 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.

(6) Each warrant vests automatically when the volume-weighted average price of the Ordinary Shares of the Issuer 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 EUR 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.

(7) On November 5, 2026, the Issuer issued the replacement warrants in connection with implementation of the scheme of arrangement between Critical Metals Corp. and European Lithium Limited. Each warrant was issued in replacement of 5,000,000 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 225,000 Ordinary Shares under each warrant. The consideration comprised cancellation of those performance rights and the other consideration provided under or in connection with those deeds.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zhernov Mykhailo **251 LITTLE FALLS DRIVE** **WILMINGTON** **DELAWARE** **19808** **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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* Form 4: SEC 1474 (03-26).