

Ucore Announces Closing of Final Tranche of Upsized Debenture Offering

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HALIFAX, Feb. 9, 2024 - [Ucore Rare Metals Inc.](#) (TSXV: UCU) (OTCQX: UURAF) ("Ucore" or the "Company") is pleased to announce the closing of a second and final tranche (the "Second Closing") of its previously announced non-brokered private placement of convertible debentures (the "Debentures") in the amount of \$480,000 for cumulative gross proceeds of \$1.99 million (the "Offering"). The net proceeds from the Offering are to be used for general working capital purposes.

Pursuant to the Second Closing, the Company has issued 480 Debentures, in addition to the 1,510 Debentures issued pursuant to the previous closing, for a cumulative total of 1,990 Debentures at a price of \$1,000 per Debenture. The Debentures bear interest at a rate of 7.5%, payable semi-annually on the last day of June and December of each year, commencing on June 30, 2024. The Debentures have an approximately two-year term with the principal amount being due to be repaid in full by the Company on January 31, 2026. The Debentures are unsecured. At any time during the term of the Debentures, a holder may elect to convert the outstanding net principal amount, or any portion thereof, into units at a conversion price of \$0.75 per unit. Each unit shall consist of one common share of the Company and one-half of a warrant, with each whole warrant entitling the holder to acquire a common share at an exercise price of \$1.05 for a period ending on the maturity date of the Debentures. The issuance of the Debentures, the units and any underlying common shares has been completed on a private placement and prospectus exempt basis such that the issuances shall be exempt from any applicable prospectus and securities registration requirements. Pursuant to the Second Closing, the Company paid a total of \$21,500 finder fees and issued a total of 57,333 finder warrants. Each finder warrant entitles the holder to acquire one common share of the Company at a price of \$0.75 for a period of 24 months from the date of issuance. This brings total finder fees for the Offering to \$89,250 and total finder warrants issued to 231,000.

Pursuant to NI 45-102, the Debentures and any underlying units or common shares to be issued upon conversion or exchange of these securities will be subject to a four-month hold period commencing on the closing date of the Offering. Additional hold periods and/or trading or resale restrictions may also apply in the United States. None of these securities have been or will be registered under the United States' Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities, in any jurisdiction in which such offer, solicitation or sale would require registration or otherwise be unlawful. The Offering remains subject to the final approval of the TSX Venture Exchange (the "TSXV").

About Ucore Rare Metals Inc.

Ucore is focused on rare- and critical-metal resources, extraction, beneficiation, and separation technologies with the potential for production, growth, and scalability. Ucore's vision and plan is to become a leading advanced technology company, providing best-in-class metal separation products and services to the mining and mineral extraction industry.

Through strategic partnerships, this plan includes disrupting the People's Republic of China's control of the North American REE supply chain through the near-term establishment of a heavy and light rare-earth processing facility in the U.S. State of Louisiana, subsequent Strategic Metal Complexes in Canada and Alaska and the longer-term development of Ucore's 100% controlled Bokan-Dotson Ridge Rare Heavy REE Project on Prince of Wales Island in Southeast Alaska, USA.

Ucore is listed on the TSXV under the trading symbol "UCU" and in the United States on the OTC Markets' OTCQX® Best Market under the ticker symbol "UURAF."

For further information, please visit www.ucore.com.

Forward-Looking Statements

This press release includes certain statements that may be deemed "forward-looking statements." All statements in this release (other than statements of historical facts) that address future business development, technological development and/or acquisition activities (including any related required financings), timelines, events, or developments that the Company is pursuing are forward-looking statements, including without limitation statements with respect to: the intended use of net proceeds from the Offering; the conversion or exercise of any securities described in this release; and the receipt of any applicable regulatory approvals, including the final approval of the TSXV. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance or results, and actual results or developments may differ materially from those in forward-looking statements.

For risks and uncertainties regarding the Offering, the Company has assumed that the TSXV will provide its final approval for the Offering and the issuance of securities in connection therewith. For risks and uncertainties regarding the Company and its business generally, see the risk disclosure in the Company's MD&A for Q3 2023 (filed on SEDAR+ on November 20, 2023) (www.SEDARPLUS.ca) as well as the risks described below.

Regarding the disclosure above in the "About Ucore Rare Metals Inc." section, the Company has assumed that it will be able to procure or retain additional partners and/or suppliers, in addition to Innovation Metals Corp. ("IMC"), as suppliers for Ucore's expected future Strategic Metals Complexes ("SMCs"). Ucore has also assumed that sufficient external funding will be found to complete the Demo Plant commissioning and demonstration schedule and also later prepare a new National Instrument 43-101 ("NI 43-101") technical report that demonstrates that the Bokan Mountain Rare Earth Element project ("Bokan") is feasible and economically viable for the production of both REE and co-product metals and the then prevailing market prices based upon assumed customer offtake agreements. Ucore has also assumed that sufficient external funding will be secured to continue the development of the specific engineering plans for the SMCs and their construction. Factors that could cause actual results to differ materially from those in forward-looking statements include, without limitation: IMC failing to protect its intellectual property rights in RapidSX™ RapidSX™ failing to demonstrate commercial viability in large commercial-scale applications; Ucore not being able to procure additional key partners or suppliers for the SMCs; Ucore not being able to raise sufficient funds to fund the specific design and construction of the SMCs and/or the continued development of RapidSX™; adverse capital-market conditions; unexpected due-diligence findings; the emergence of alternative superior metallurgy and metal-separation technologies; the inability of Ucore and/or IMC to retain its key staff members; a change in the legislation in Louisiana or Alaska and/or in the support expressed by the Alaska Industrial Development and Export Authority ("AIDEA") regarding the development of Bokan; the availability and procurement of any required interim and/or long-term financing that may be required; and general economic, market or business conditions.

Neither the TSXV nor its Regulation Services Provider (as that term is defined by the TSXV) accept responsibility for the adequacy or accuracy of this release.

CONTACTS

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