

US Critical Metals Announces Amended Terms of Non-Brokered Private Placement Offering of Units

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Vancouver, January 21, 2025 - [US Critical Metals Corp.](#) (CSE: USCM) (OTCQB: USCMF) (FSE: 0IU0) ("USCM" or the "Company") is pleased to announce that further to its new release dated January 10, 2025, it has amended the terms of its previously announced non-brokered private placement. The Company intends to complete a non-brokered private placement (the "Non-Brokered Offering") of up to 24,000,000 units of the Company (each, a "Unit", and collectively the "Units") at a price of C\$0.05 per Unit for gross proceeds of up to C\$1,200,000, and a concurrent non-brokered private placement (the "Concurrent Offering") of up to 2,000,000 Units at a price of C\$0.05 per Unit for gross proceeds of up to C\$100,000 (collectively, the "Offering"). The Offering is expected to close on or around January 31, 2025 (the "Closing Date").

Each Unit of the Non-Brokered Offering will consist of one common share in the authorized share structure of the Company (each, a "Common Share", and collectively the "Common Shares") and one Common Share purchase warrant (each, a "Warrant" and collectively the "Warrants"). Each Warrant entitles the holder thereof to acquire one Common Share at a price of C\$0.06 per Common Share for a period of 24 months from the Closing Date of the Offering.

Each Unit of the Concurrent Offering will consist of one Common Share and one Warrant. Each Warrant entitles the holder thereof to acquire one Common Share at a price of C\$0.065 per Common Share for a period of 24 months from the Closing Date of the Offering.

The net proceeds of the Offering will be used for exploration of the Clayton Ridge Lithium Project, the Sheep Creek Rare Earth Project, the Haynes Cobalt Project, the Long Canyon Vanadium and Uranium Project and the McDermitt East Lithium Project and for general and working capital purposes.

The Units will be offered and sold by private placement in Canada to "accredited investors" within the meaning of National Instrument 45-106 - Prospectus Exemptions and other exempt purchasers in each province of Canada and may be sold outside of Canada on a basis which does not require the qualification or registration of any of the Common Shares or the Warrants comprising the Units in the subscriber's jurisdiction. The Company may also concurrently offer and sell Units outside of Canada on a non-brokered, unregistered private placement basis to a limited number of "accredited investors" (as defined in Regulation D under the United States Securities Act of 1933, as amended (the "U.S. Securities Act")) with whom the Company has substantive pre-existing relationships, in reliance on exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws or in other jurisdictions where permitted by law.

The securities issued in the Offering will be subject to applicable hold periods imposed under applicable securities legislation, including a hold period of four months and one day from the date of issuance. The Offering is subject to receipt of all necessary regulatory approvals, including approval of the Canadian Securities Exchange (the "CSE").

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described in this news release. Such securities have not been, and will not be, registered under the U.S. Securities Act, or any state securities laws, and, accordingly, may not be offered or sold within the United States, or to or for the account or benefit of persons in the United States or "U.S. Persons", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S.

Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

About US Critical Metals Corp.

USCM is focused on mining projects that will further secure the U.S. supply of critical metals and rare earth elements, which are essential to fueling the new age economy. Pursuant to option agreements with private Canadian and American companies, USCM's assets consist of three agreements, each providing USCM with the right to acquire interests in four discovery focused projects in the U.S. These projects include the Clayton Ridge Lithium Property located in Nevada, the Haynes Cobalt Property located in Idaho, the Sheep Creek located in Montana, and Lemhi Pass located in Idaho. A significant percentage of the world's critical metal and rare earth supply comes from nations with interests that are contrary to those of the U.S. USCM intends to explore and develop critical metals and rare earth assets with near- and long-term strategic value to the advancement of U.S. interests.

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Neither the Canadian Securities Exchange nor the Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

Disclaimer for Forward-Looking Information

This news release contains certain information that may be deemed "forward-looking information" with respect to USCM within the meaning of applicable securities laws. Such forward-looking information involves known and unknown risks, uncertainties and other factors that may cause USCM's actual results, performance or achievements, or developments in the industry to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking information. Forward-looking information includes statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur.

Forward-looking information contained in this press release may include, without limitation, exploration plans and expected exploration and drilling results at the Company's projects, results of operations, the expected financial performance of the Company, the successful closing of the Offering and the expected date thereof, the anticipated gross proceeds of the Offering, the receipt of all applicable required approvals in respect of the Offering, including but not limited to the approval of the CSE, the intended use of the net proceeds of the Offering and the Company's ability to complete the Offering on the proposed terms or at all. Although USCM believes the forward-looking information contained in this news release is reasonable based on information available on the date hereof, by its nature, forward-looking information involves assumptions and known and unknown risks, uncertainties and other factors which may cause our actual results, level of activity, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Examples of such assumptions, risks and uncertainties include, without limitation, assumptions, risks and uncertainties associated with general economic conditions; the Covid-19 pandemic; adverse industry events; the receipt of required regulatory approvals and the timing of such approvals; that USCM maintains good relationships with the communities in which it operates or proposes to operate; future legislative and regulatory developments in the mining sector; USCM's ability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favorable terms; mining industry and markets in Canada and generally; the ability of USCM to implement its business strategies; competition; the risk that any of the assumptions prove not to be valid or reliable, which could result in delays, or cessation in planned work; risks associated with the interpretation of data, the geology, grade and continuity of mineral deposits; the possibility that results will not be consistent with USCM's expectations; as well as other assumptions, risks and uncertainties applicable to mineral exploration and development activities and to USCM, including as set forth in the USCM's public disclosure documents filed on the SEDAR+ website at www.sedarplus.ca.

The forward-looking information contained in this press release represents the expectations of USCM as of the date of this press release and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While USCM may elect to, it does not undertake to update this information at any particular time except as required in accordance with applicable laws.

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