

US Critical Metals Secures \$1M USD and Corporate Equity for All Sheep Creek Participation Rights

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Sells all Rights to Equity, Joint Venture Interest and Future Participation Rights in Sheep Creek Project

Vancouver, February 3, 2026 - [US Critical Metals Corp.](#) (CSE: USCM) (OTCQB: USCMF) (FSE: 0IU) ("Metals") announces that it has, through its wholly-owned Nevada subsidiary, US [Energy Metals Corp.](#) ("Energy", together with Metals, the "Company"), entered into a definitive agreement with U.S. Critical Materials Corp. ("Materials"), an arm's length party, and US Rare Elements Corporation ("USRE") (the "Purchase Agreement"). Under the terms of the Purchase Agreement, the Company will receive the following in exchange for all of its rights under the exploration, option and shareholder agreement dated July 25, 2022 (the "Original Agreement"):

- US\$500,000 in cash on execution of the Agreement (the "Closing");
- US\$500,000 in cash within six months or less of the Closing; and
- 500,000 shares of common stock of Materials at Closing.

Specifically, the Purchase Agreement (i) discontinues the Company's option for further equity participation in the Sheep Creek Project; and (ii) discontinues the Company's participation in joint venture rights. Therefore, as a result of the Purchase Agreement, the Company is a shareholder of Materials but has no further equity interests in USRE and no participation rights or joint venture rights in the Sheep Creek Project as provided under the Original Agreement.

Metals deems the transaction to have an aggregate value of US\$1,500,000.

Strategic Rationale

This structure achieves several key objectives:

- Strengthens the Company's balance sheet through non-dilutive financing to advance lithium assets held by the Company; and
- Enables the Company to prioritize projects where it maintains majority ownership and operational control, including but not limited to, the Company's McDermitt East Lithium Project.

Management Commentary

"This transaction delivers meaningful non-dilutive capital to the Company while allowing both companies to pursue their priorities," stated Darren Collins, CEO of Metals. "The 500,000-share position ensures that the Company continues to benefit from progress at Sheep Creek. As a shareholder of Materials, we wish Materials success in all future endeavors."

About US Critical Metals Corp.

The Company is focused on mining projects that will further secure the United States ("U.S.") supply of critical metals, which are essential to fueling the new age economy. The Company's assets consist of four discovery focused projects in the U.S. These projects include the McDermitt East Lithium Project located in Nevada, Clayton Ridge Lithium Property located in Nevada, Long Canyon Uranium Property located in

Idaho, and the Haynes Cobalt Property 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. US Critical Metals intends to explore and develop assets with near- and long-term strategic value to the advancement of U.S. interests.

For further information please contact:

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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 statements that may be deemed "forward-looking information" with respect to Metals within the meaning of applicable securities laws. Such forward-looking information involves known and unknown risks, uncertainties and other factors that may cause Company'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, the expected financial performance of the Company. Although Metals 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; adverse industry events; the receipt of required regulatory approvals and the timing of such approvals; that Metals maintains good relationships with the communities in which it operates or proposes to operate; future legislative and regulatory developments in the mining sector; Metal'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 Metals 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 Company's expectations; as well as other assumptions, risks and uncertainties applicable to mineral exploration and development activities and to Metals, including as set forth in the Company'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 Metals 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 Metals 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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