

ILC Critical Minerals Ltd. Announces Private Placement

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[ILC Critical Minerals Ltd.](#) (TSXV: ILC) (OTCQB: ILHMF) (FSE: IAH0) ("ILC" or the "Company") is pleased to announce a non-brokered private placement (the "Offering") of up to 100,000,000 common shares at CAD\$0.025 per share to raise gross proceeds of up to CAD\$2,500,000. There are no warrants attached to this placement.

Proceeds of the private placement will be used partly to enable the Company to invest in growing its Southern African and Canadian operations and partly for general working capital purposes. If ILC decides to exercise its option, the Company may use part of the proceeds to exercise the option to acquire Lepidico (Mauritius) Ltd. ("Lepidico Mauritius") with a final net amount payable of around CAD\$450,000. Lepidico Mauritius owns 80% of the company in Namibia that owns the Karibib project.

A table showing approximate split of proceeds if the full CAD\$2.5 million is raised is as follows :

	Amount CAD\$	Percentage
Final payment to acquire Lepidico Mauritius (if option exercised)	450,000	18.0
Exploration expenditure in Namibia* and Canada	950,000	38.0
Non arms length parties - Management fees	440,000	17.6
Working Capital	660,000	26.4
Total	2,500,000	100.0

**Assumes Lepidico Mauritius option exercised*

Payments to persons conducting Investor Relations activities are expected to be appreciably less than 10% of the gross proceeds of the Offering. Any such Investor Relations engagements will be filed with the TSX Venture Exchange ("TSXV"), in accordance with their policies.

Closing of the Offering is subject to acceptance by the TSXV. All securities issued in connection with the Offering will be subject to a four-month hold period from the date of issuance under applicable Canadian securities laws. The Company may pay finders fees on a portion of the placement, as permitted by TSXV policies and applicable securities laws.

It is anticipated that some directors and insiders will participate in this Offering. The issue of shares (to the extent subscribed for by insiders) constitute "related party transactions" pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"), as the subscribers include directors of the Company. The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the shares in reliance on the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the shares to be issued to directors and insiders does not exceed 25% of the Company's market capitalization.

About ILC Critical Minerals Ltd.

ILC Critical Minerals Ltd., formerly International Lithium Corp., has exploration activities in Ontario, Canada, with intentions to expand into Southern Africa. It has projects at various stages, ranging from Definitive Feasibility Study at Karibib in Namibia (note that ILC currently has an option only and is treating this as historic information at this point and not a current resource for ILC) to Preliminary Economic Assessment at Raleigh Lake to Pre-Drilling at Wolf Ridge. The primary target metals in Canada are lithium, rubidium and copper. There are three projects (two in Ontario and one in Ireland) in which ILC has sold its share, but where the Company stands to receive future payments from either a resource milestone being achieved or from a Net Smelter Royalty. In Namibia the Karibib project contains lithium, rubidium and cesium.

While the world's politicians remain divided on the future of the energy market's historic dependence on oil and gas and on "Net Zero", there is in any scenario an ever-increasing and significant demand for electricity

driven by AI and data centres, and by a likely unstoppable momentum towards electric vehicles and grid-scale electricity storage. All of these contribute to rising demand for lithium, copper, and other metals. Rubidium is also a critical metal, strategic for high-precision clocks, space technology, and improving the performance of certain types of solar panels. ILC has seen the politically driven, increasingly urgent push by the USA, Canada, the EU, and other major economies to safeguard their supplies of critical minerals and to become more self-sufficient. The Company's Canadian and Southern African projects, which contain lithium, rubidium, cesium and copper, are strategic in this regard.

The Company's key mission for the next decade is to generate revenue for its shareholders from lithium, rubidium and other critical minerals while also contributing to the creation of a greener, cleaner planet and less polluted cities.

This includes optimizing the value of ILC's existing projects in Canada as well as finding, exploring and developing projects that have the potential to become world-class deposits. The Company announced that it regards Southern Africa as a key strategic target market and, in addition to Namibia, it has applied for and hopes to receive EPOs in Zimbabwe. The board hopes to make further announcements on the portfolio developments over the next few weeks and months.

The Company's interests in various projects now consist of the following, and in addition, the Company continues to seek other opportunities:

Name	Metal	Location	Stage	Area in Hectares	Current Ownership	Percentage	Future Ownership	% if options exercised and/or residual interest	Operator or JV Partner
Raleigh Lake	Lithium	Ontario	Dec 2023 : PEA for Li completed Apr 2023 Maiden Resource Estimates for Li and Rb	32,900	100%	100%	ILC		
Rubicon + Helikon	Lithium		Exclusive Prospecting Licence						
Rubidium									
Cesium Karibib		Namibia	2021 : Feasibility Study completed for Li, Rb and Cs under JORC	29,500	0 %	80%			
Lepidico			ILC if option exercised						
Firesteel	Copper, Cobalt	Ontario	Initial Drilling	6,600	90%	90%	ILC		
Wolf Ridge	Lithium	Ontario	Pre-Drilling	5,700	0%	100%	ILC		
Mavis Lake	Lithium	Ontario	May 2023 Maiden Resource Estimate	2,600	0%	0%			
			(carries an extra earn-in payment of AUD\$ 0.75 million if resource targets met)						Critical Resources Limited (ASX:CRR)
Avalonia	Lithium	Ireland	Drilling	29,200	0%	0%			
			2.0% Net Smelter Royalty						GFL Intl Co Ltd. (owned by Ganfeng Lithium Group Co. Ltd)
			Forgan/						
Lucky Lakes	Lithium	Ontario	Drilling						
			1.5% Net Smelter Royalty						Power Minerals Limited (ASX: PNN)

The Company's primary strategic focus at this point is on the Raleigh Lake Project, comprising lithium and rubidium, and the Firesteel copper project in Canada, as well as obtaining EPOs and mineral claims in Zimbabwe. The Karibib projects in Namibia, including further development of the EPL there, will be a high priority if ILC decides to exercise its option and remain involved.

The Raleigh Lake Project now encompasses 32,900 hectares (329 square kilometres) of mineral claims in Ontario and represents ILC's most significant project in Canada. To date, drilling has occurred on less than 1,000 hectares of the Company's claims. A Preliminary Economic Assessment was published for ILC's lithium at Raleigh Lake in December 2023, with a detailed economic analysis of ILC's separate rubidium resource still pending. This showed, for the lithium only and not yet taking into account the rubidium, a Post-tax NPV of CAD\$342.9 million and a Post-tax IRR of 44.3% p.a. This was based on a spodumene price of US\$2,350 per tonne. As at February 2, 2026 the spot spodumene price was US\$ 1,965 per tonne. Raleigh Lake is 100% owned by ILC, free from any encumbrances and royalties. The Raleigh Lake Project boasts excellent access to roads, rail, and utilities.

A continuing goal has been to remain a well-funded, strategically run company that turns ILC's aspirations into reality. Following the disposal of the Mariana project in Argentina in 2021, the Mavis Lake project in Canada in 2022, and the Avalonia project in 2025, ILC has continued to generate sufficient cash inflows to advance its exploration projects.

With increasing demand for high-tech rechargeable batteries used in electric vehicles, energy storage, and portable electronics, lithium has been dubbed "the new oil". It is a key part of a green, sustainable economy.

By positioning itself on projects with significant resource potential and solid strategic partners, ILC aims to become a preferred lithium and critical minerals resource developer for investors and to continue building value for its shareholders throughout the 2020s, the decade of battery metals.

On behalf of the Company,

John Wisbey, Chairman and CEO
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