



USCM

October 2023

CORPORATE PRESENTATION

CSE: USCM

OTCQB: USCMF

Disclaimer

Forward-Looking Statements: This corporate presentation includes “forward-looking statements” within the meaning of applicable Canadian securities laws. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on the current beliefs, expectations, assumptions and analyses made by management of US Critical Metals Corp. (“USCM” or the “Company”) regarding the future of our business, future plans and strategies, operational results and other future conditions. These forward-looking statements appear in a number of places throughout this corporate presentation and can be identified by the use of words, such as “anticipates,” “believes,” “budgets,” “estimates,” “expects,” “forecasts,” “intends,” “plans,” “schedules,” or variations of such words and phrases, as well as statements that certain actions, events or results “may,” “might,” “will,” “would,” “could,” “should,” or “continue to” be taken, occur or be achieved. Forward-looking statements in this corporate presentation include, but are not limited to, statements relating to the forecasted increase in demand for lithium, rare earth elements and cobalt due to the global expansion of electric vehicles and technologies; the Company’s focus on mining projects that secure US supply of critical metals; the timing of the Company’s exploration for critical metals; the net benefits of the Company’s mining projects to stakeholders; the Company’s financial structure; the valuation potential of the Clayton Ridge project relative to Clayton Valley; the indications of historical exploration of the Sheep Creek project in relation to future expectations about primary rare earth mineralization; the indications of historical exploration of the Haynes project in relation to future expectations about primary metal cobalt mineralization; continued productivity in current mining jurisdictions; anticipated business trends, including the expected global demand for lithium, rare earth elements and cobalt, respectively, and the ability of US resources to increase supply to keep pace with rising demand; timing of future anticipated and current drilling and exploration programs and related expenditures; exploration results; the potential discovery and delineation of mineral deposits/resources and reserves; and proposed business and strategic plans.

You should not place undue reliance on these forward-looking statements. Although we base the forward-looking statements contained in this presentation on assumptions that we believe are reasonable, these forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual performance and financial results in future periods to differ materially from any future results, levels of activity, performance or achievements expressed, implied or inferred by these forward-looking statements. These risks and uncertainties include, but are not limited to: exploration and development risks; requirements for additional financing to finance substantial capital expenditures; reliability of mineral and resource estimates; operating risks and adequate insurance coverage; land title risks; dependence on the Haynes Cobalt Project, Sheep Creek Rare Earth Project and the Clayton Ridge Lithium Project; early stage development risks; deficient third party reviews, reports and projections; delays in obtaining or failure to obtain access to lands or required environmental permits or mine licenses, mine permits and regulatory approvals or non-compliance with such licenses and/or permits; risks that exploration data may be incomplete and considerable additional work may be required to complete the evaluation; conflicts of interest; risks related to internal controls; potential disruptions of business, including due to the COVID-19 pandemic and future public health crises; damage to reputation; the availability of adequate infrastructure to develop the Haynes Cobalt Project, Sheep Creek Rare Earth Project and the Clayton Ridge Lithium Project; impacts of international climate change initiatives on the Company’s operations; health and safety; the Company’s limited operating history; volatile global financial and economic conditions; fluctuating commodity prices; environmental risks and hazards; property commitments; ability to exploit future developments; changes in government regulation in the national and local jurisdictions in which the Company operates; reliance on management; increasing competition; management of growth; liability of activity of employees, contractors and consultants; foreign currency rate risk; mineral properties may be subject to rights of indigenous peoples; permits and licenses; and risk of disruptions from non-governmental organizations.

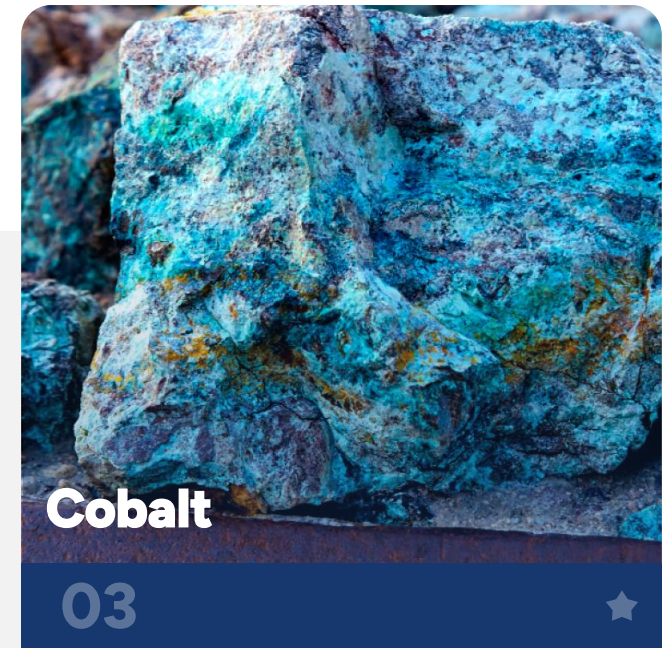
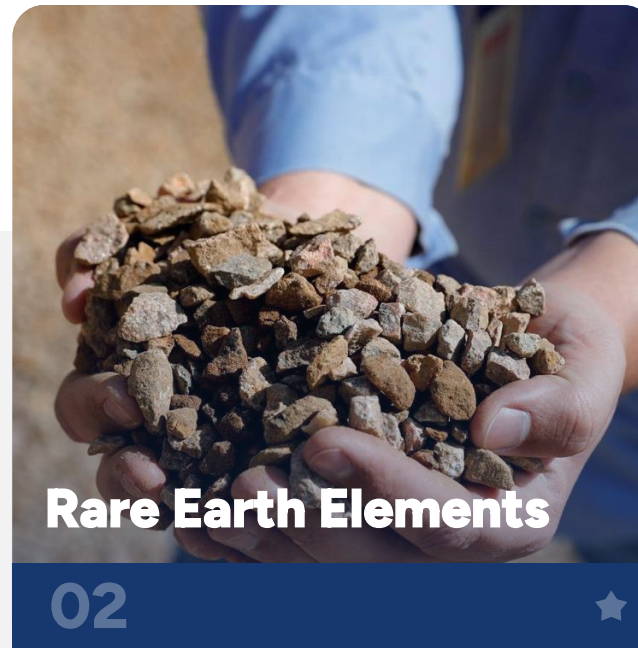
Despite a careful process to prepare and review the forward-looking statements, there can be no assurance that the underlying opinions, estimates, and assumptions will prove to be correct. The purpose of the forward-looking statements is to provide the reader with a description of management’s expectations regarding our anticipated future performance and may not be appropriate for other purposes. Furthermore, unless otherwise stated, the forward-looking statements contained in this report are made as of the date of this report and we do not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise unless required by applicable legislation or regulation. The forward-looking statements contained in this document are expressly qualified by this cautionary statement.

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Comparables: The comparable information about other issuers was obtained from public sources and has not been verified by the Company. Comparable means information that compares an issuer to other issuers. The information is a summary of certain relevant operational attributes of certain mining and resource companies and has been included to provide an overview of the performance of what are expected to be comparable issuers. The comparables are considered to be an appropriate basis for comparison with the Company based on their industry, commodity mix, jurisdiction, and additional criteria. The comparable issuers face different risks from those applicable to the Company. Readers are cautioned that the past performance of comparables is not indicative of future performance and that the performance of the Company may be materially different from the comparable issuers. You should not place undue reliance on the comparable information provided in this corporate presentation.

Positioned For The Commodities Revolution

US Critical Metals Corp. holds a portfolio of discovery focused projects covering commodities characterized by significant forecasted demand growth, lack of supply and applications critical to US interests including electrification and national security.



Company Highlights

US Critical Metals Corp. brings together a strategic portfolio of projects in the US, management team and board with decades of experience, and a strong capital position.



Focused

on net benefits to stakeholders (**ESG**)



Optimal

US mining jurisdictions:
Nevada - Montana – Idaho¹



Opportune

timing for critical metals
(supply vs demand)



Strategically

located assets in the USA (security of supply). Asset optionality and expansion opportunities



Qualified

team of professionals with track record of **success** (financial, technical & managerial expertise)



Significant

industry consolidation & insider ownership. Insiders hold **~30%** of outstanding common shares

Financial Structure

USCM has a tight financing structure with significant insider ownership equal to **~30%** of issued and outstanding common shares.

BASIC COMMON SHARES

60.7

27.5M common shares subject to 3-year escrow.

FULLY DILUTED

115.1

CASH (\$M) ³

2.6

Sufficient current capital to reach important project milestone.

BASIC MARKET
CAPITALIZATION (\$M) ²

14.3

Attractive market capitalization to comparable companies.

OPTIONS, WARRANTS,
& RSUS ¹

54.1

~\$15.2 Million additional capital upon exercise of warrants (when in-the-money).

1 - 3.0 million options at \$0.35, 1.4 million RSUs, 7.1 million warrants at \$0.55, 17.6 million warrants at \$0.50 and 25 million warrants at \$0.10 (subject to 3-year lock up)

2 - Market capitalization as at March 31, 2023. 3 - Reported as at June 30, 2023

Critical Metals & REE in US



Declining Supply

Lack of critical metals and rare earth supply declared as national state of emergency.



Dependence of Minerals

Administration concerns about foreign dependence of critical minerals (i.e. China)¹. Largely bipartisan support.



Supply

Industry suppliers are worried that China may curb rare earth exports



"Reliance on China for critical metals is being ignored"

FOX News



"A shortage of these metals could make the climate crisis worse"

CNN

Forbes

"China And Russia Make Critical Mineral Grabs in Africa while the U.S. Snoozes"

FORBES

US Government Support

01 Implementation of the Inflation Reduction Act¹

- 📌 Administration's key climate policy.
- 🔍 Seeks to reduce foreign dependence on supply chain for processing and related technologies.
- 💰 \$369 Billion in Energy Security and Climate Change programs over the next ten years.

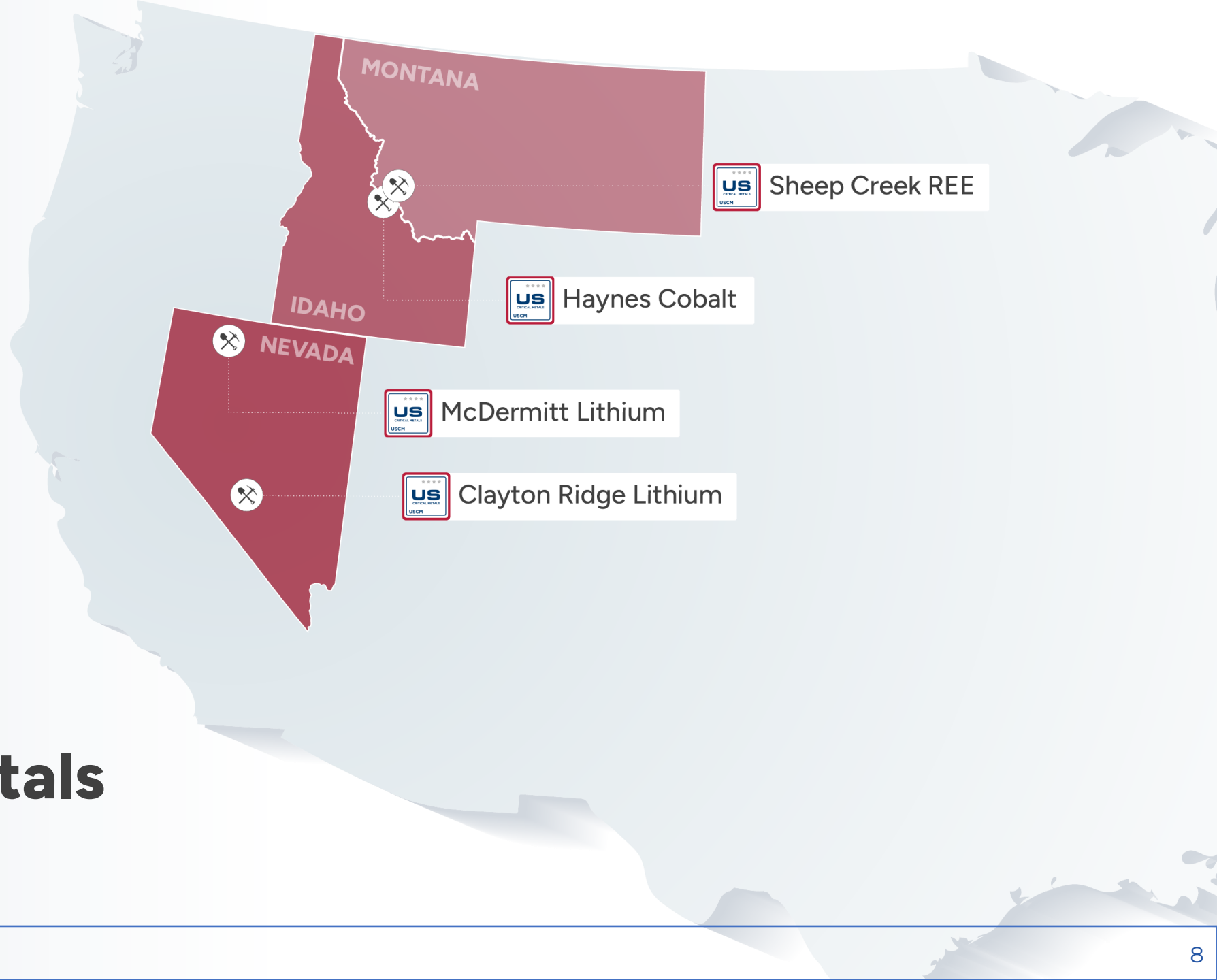
02 Implementation of the Rare Earth Elements & Critical Minerals Act²

- 📈 Increase support for mining of minerals in US.
- ★ Encourage private industry investments in innovation and technology.
- ⌚ Expedite project and environmental permitting.

1 - McKinsey & Company: Inflation Reduction Act: Here's what's in it (2022)

2 - Congressional Research Service: An Overview of Rare Earth Elements and Related Issues for Congress (2020)

★ ★ ★
PROJECTS
US Critical Metals



NEVADA Mining & Lithium

Ranked 1st jurisdiction globally by Fraser Institute.²

>180,000

Active mining claims
(49% of the BLM total)¹

198

Authorized mining
plans of operations¹

282

Active Exploration
Notices¹



Nevada

is the only state producing
lithium in the U.S.¹



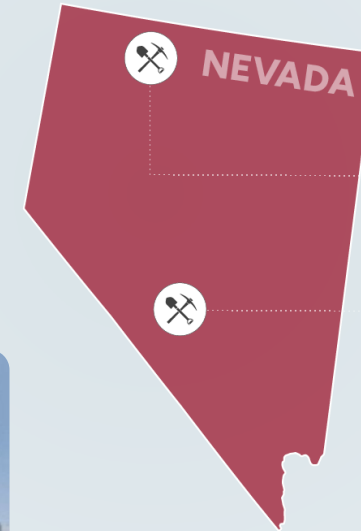
Lithium

staking has become the "Gold
Rush" of the 21st century in
Nevada.³



Mining

is vital to the economy with
vast operations throughout
the state.¹



McDermitt Lithium



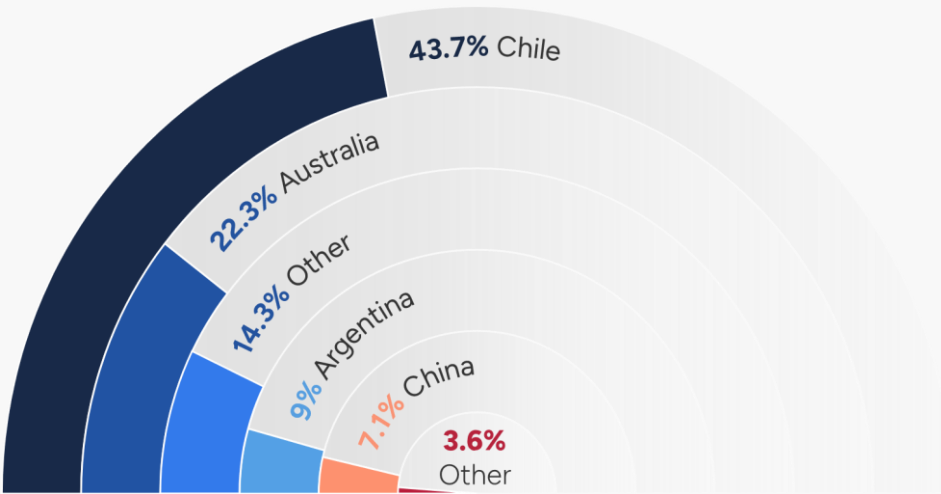
Clayton Ridge Lithium

Clayton Ridge & McDermitt

Lithium Worldwide Reserves & Expected Demand

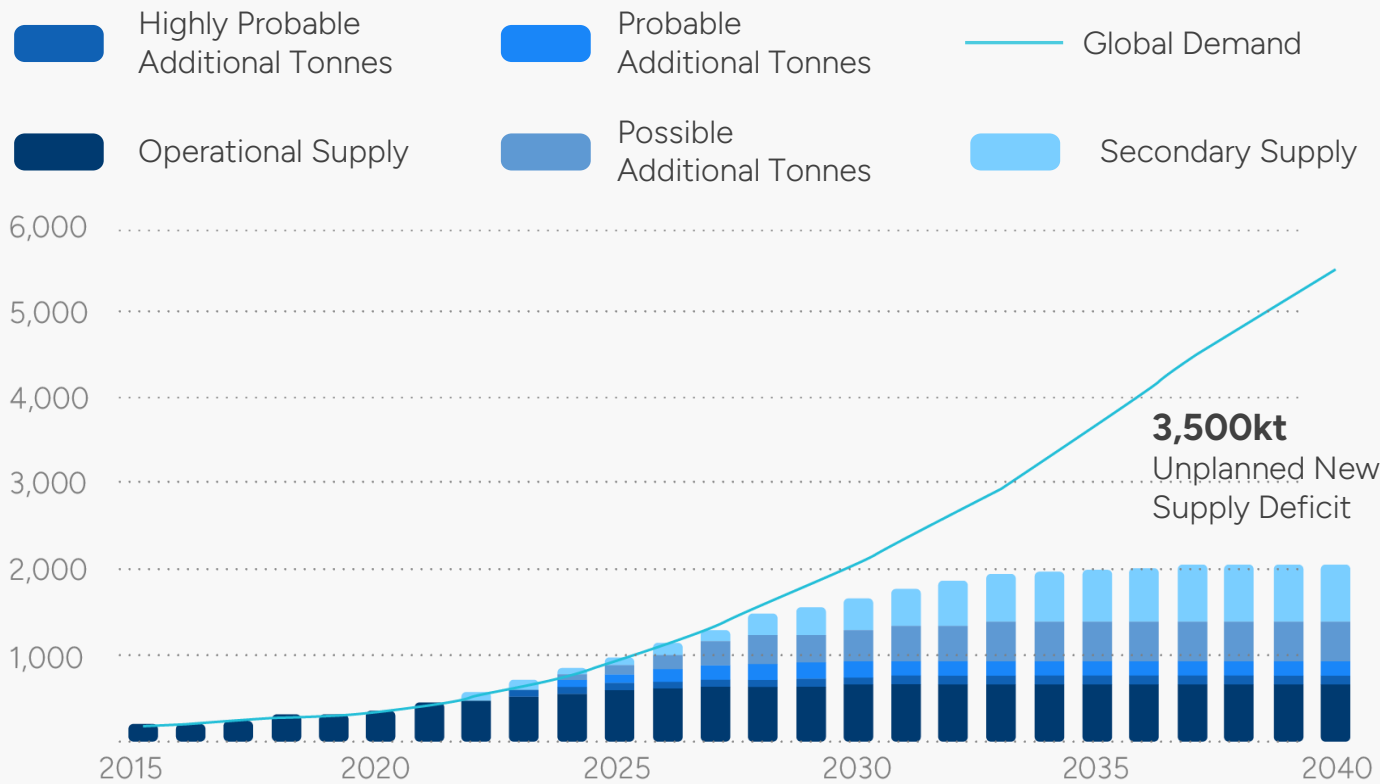
US controls **3.6%** of total world-wide lithium reserves yet is expected to account for a significant amount of demand for the unplanned new supply requirements needed to fuel the **EV** industry.

Lithium Reserves
2020₁



Total Worldwide Reserves: **103M mt**

Lithium Supply & Demand (kt)₂



Clayton Ridge Regional Activity

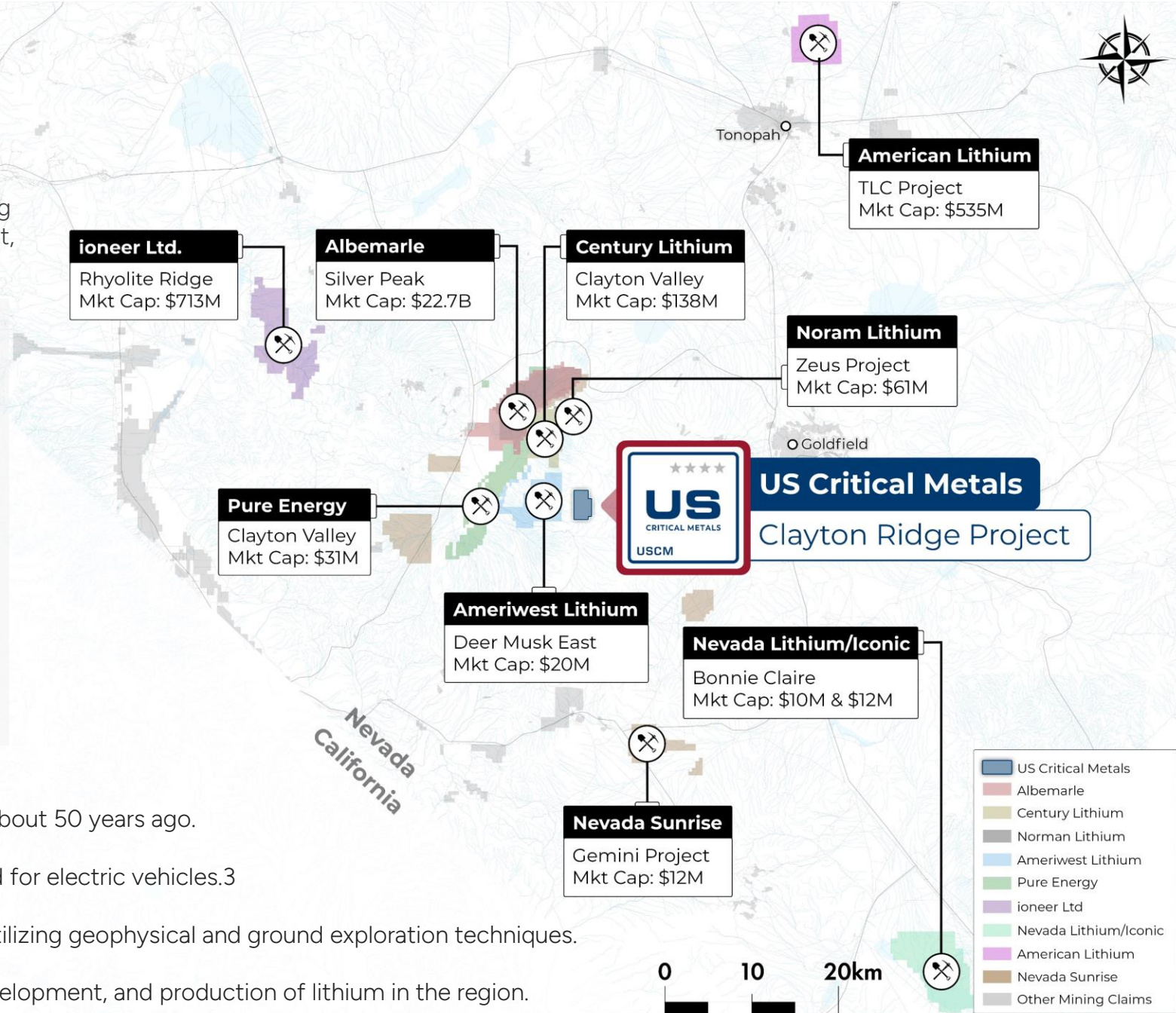
USCM is situated close to companies that have billions in combined market capitalizations.¹ Clayton Valley and surrounding areas have been a focal point of lithium exploration, development, and production in the US for over 50 years.²

Regional Geology

- Lithium-bearing sediments located in an uplifted basin east of the Clayton Valley.
- At least two lithium-rich claystone units merge to the north into a broad package of prospective sediments.
- Lithium-bearing claystone units have been mapped over the entire length of the Clayton Ridge claim block, roughly 7 kilometers.
- The prospective horizons are both floored and capped by rhyolitic lithic tuffs and air fall tuffs, respectively.

Regional Activity

- Lithium extraction from brines pioneered in Clayton Valley about 50 years ago.
- Significant increase in regional activity driven by US demand for electric vehicles.³
- New deposits discovered outside existing basin boundary utilizing geophysical and ground exploration techniques.
- Significant amounts of capital invested into exploration, development, and production of lithium in the region.



Clayton Ridge Overview

Clayton Ridge has been speculated as the source of lithium brine in Clayton Valley. This project was generated by the prospector that initially sourced certain claims for American Lithium Corp. and Ioneer Ltd.



Lithium claystone property located in a hanging basin above Clayton Valley, Nevada.



Initial grab samples report values up to 950ppm lithium.



Geologic model possibly similar to lithium claystone deposit of Cypress Development Corp.



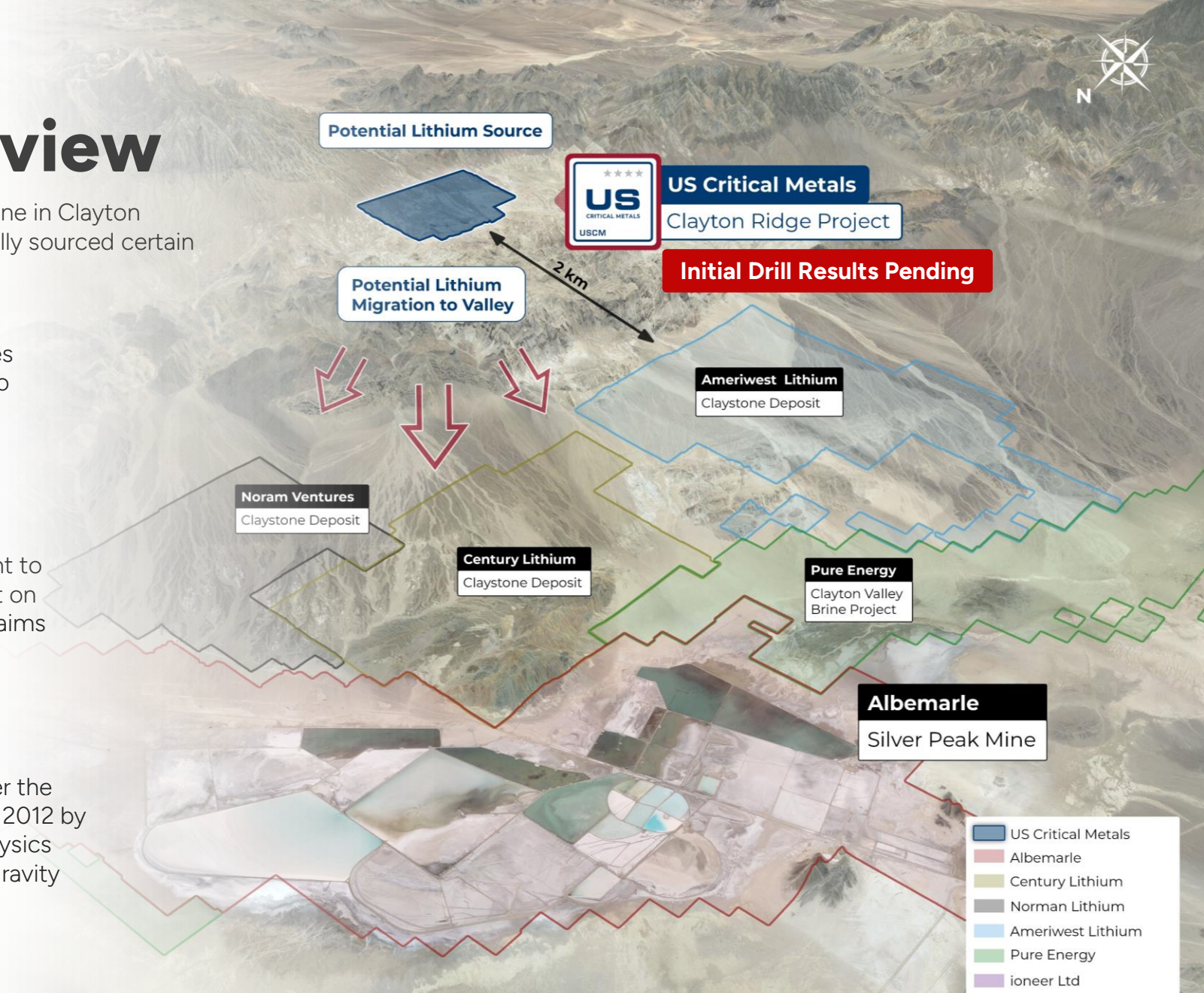
USCM has the right to earn 100% interest on 180 contiguous claims (~3,600 acres).



Potential caldera-hosted deposit with intrusive dikes penetrating the claystone on the northeast of the property.



Gravity survey over the region in 2011 and 2012 by Hasbrouck Geophysics identified a large gravity low anomaly.



Rhyolite Ridge vs. Clayton Valley vs. Clayton Ridge Projects

USCM believes that Clayton Ridge has many of the same characteristics as more advanced projects at their earlier stage of exploration.

Project Name	Rhyolite Ridge	Clayton Valley	Clayton Ridge	Notes
Company/Listing	ioneer Ltd. ¹ AUX: INR	Century Lithium Corp. ¹ TSXV: LCE	US Critical Metals Corp. ¹ TSXV: USCM	NA
Market Cap	\$713M (AUD/CAD: \$0.93).	\$138M (basic).	\$12M (basic).	USCM discount due to asset stage.
Location	931 acres Mountain basin above Fish Valley, Nevada.	5,585 acres Near slope rising to Clayton Ridge, Clayton Valley, Nevada.	3,600 acres Mountain basin above Clayton Valley, Nevada.	Proximate projects in Nevada. Similar acreage position
Stage	Feasibility (NPV at 8% of US\$1 .3B Unleveraged IRR of 20.8%).	Pre-Feasibility (NPV at 8% of US\$1 .0B USD / Unleveraged IRR of 25.8%).	First phase of drilling completed	Homogeneous deposits. Potential to build resource and economics rapidly
Deposit Type	Caldera-hosted deposit with interlayered sedimentary and volcanic rocks.	Caldera-hosted deposit with interlayered sedimentary and volcanic rocks.	Possibly caldera-hosted deposit with interlayered sedimentary and volcanic rocks.	Drilling required to validate deposit type. Nearly identical rock type.
Resource	Attributable LCE of 0.6Mt and M&I + Inferred 1.3Mt.	Attributable LCE of P&P 1.3Mt and M&I + Inferred 7.2Mt.	Samples of up to 950ppm, lithium claybeds throughout, estimated thickness of 100-200 meters.	Regional has been demonstrated to produce large resource deposits

Note: The Company's Qualified Person(s) have not verified the geological information pertaining to other adjacent and/or comparable properties. The information about mineralization on adjacent properties is not indicative of mineralization on the Clayton Ridge Project. See "Comparables" on slide 2 Source: Disclosed company materials and market information (as of May 31, 2023).

1 – information referenced from: www.ioneer.com, www.centurylithium.com, www.uscriticalmetals.com

Clayton Ridge Exploration Plan

The primary goal of this phase is to assess shallow, east-dipping lithium-bearing units by using west-dipping holes. The intent is to **ascertain the thickness and grade** of these units.



Defined Targets

Final drill targets refined and approved by BLM. Up to 5 acres of disturbance area permitted.



Excellent Potential

Excellent potential to build tonnage. Mapping indicates Li units containing over 200 meters of thickness.



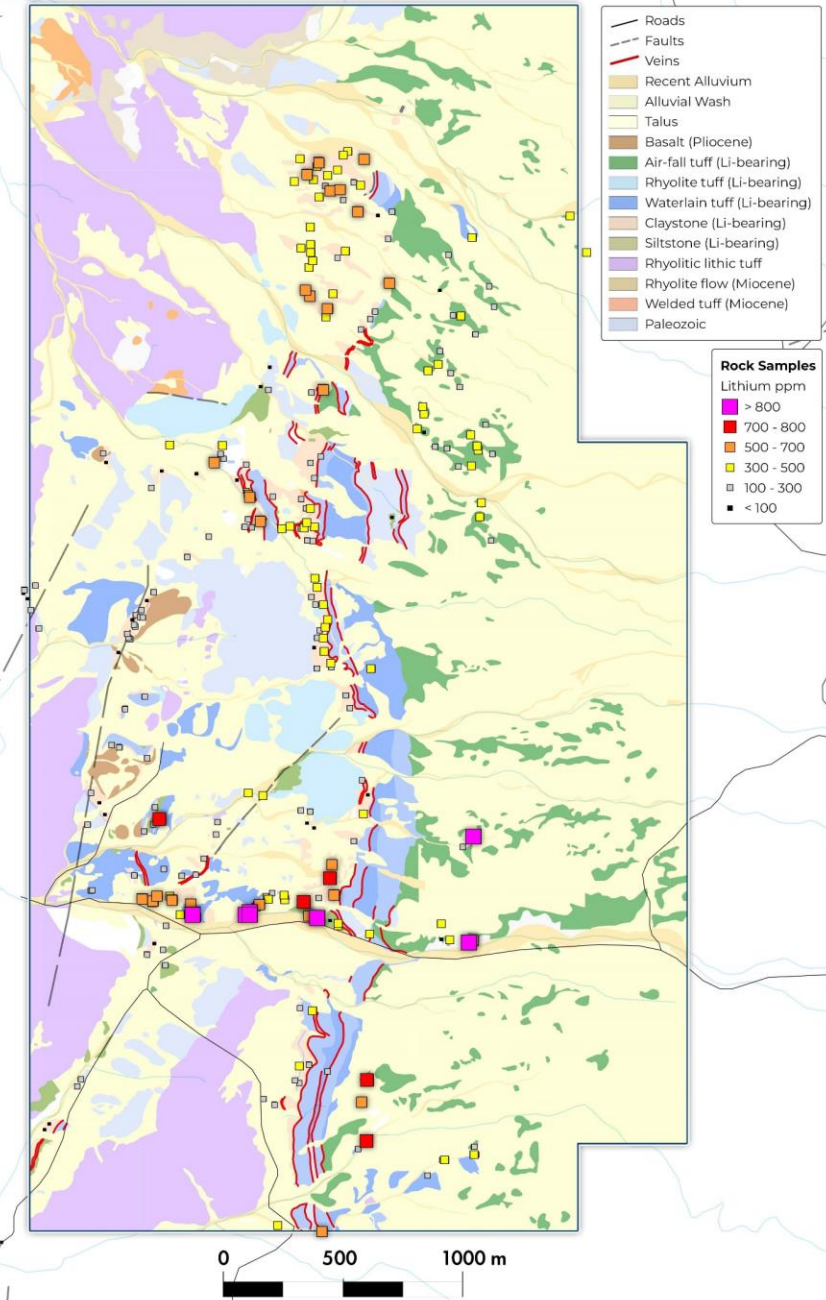
Sampling Completed

Sampling completed at surface show grades warranting further exploration across the basin and at depth.



Additional Targets

Additional acreage to be further explored and drilled based on phase 1 results.



Note: A USCM Qualified Person has not done enough work to verify the results of the historical exploration

McDermitt Overview

McDermitt Caldera includes Thacker Pass, a construction stage project that is positioned to be the first lithium clay producing asset in the US. McDermitt Caldera is potentially the largest source of lithium clays in the world.



Lake water was extremely enriched in lithium and resulted in the accumulation of lithium-rich clays.



Thacker Pass project can be found **19km to the south of McDermitt**



McDermitt Caldera potentially one of the largest sources of lithium clays in the world



The Project spans 6,508 acres of BLM claims with a **preliminary surface** sample of **1,907ppm lithium**



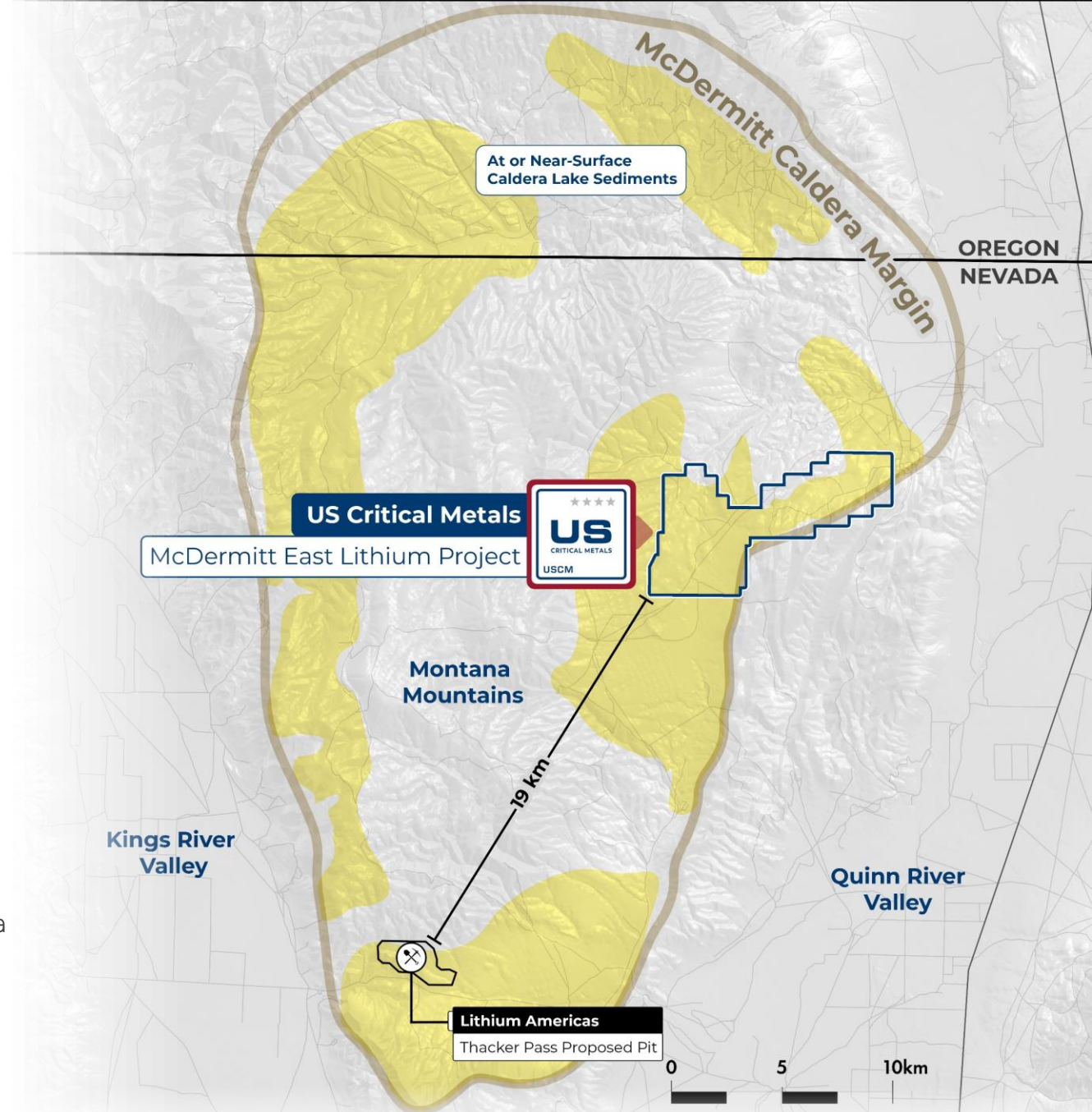
Located within the McDermitt Caldera, an extinct 40×30 km super-volcano



NI 43-101 indicates a high potential for the project to host large amounts of lithium-bearing sediments

Occupies a geologically strategic position on the margin of the McDermitt caldera similar to that occupied by Thacker Pass, which is 19 kilometers to west.

Provides USCM additional project optionality with minimal initial cash outlay and earn-in expenditures over time to advance the project. Team positioned to fast-track field studies required to refine and permit targets



MONTANA Mining & REE

Rio Tinto (NSYE: RIO) & USGS partnered to fly airborne geophysics for identification of REE & other mineral formations.

29

Counties with mining
(56 counties total) ¹

+17,000

People directly and
indirectly employed ²

+\$2B USD

2021 GDP from mining
and resources ²



Long History

of mining dating back to 1864
(state moto: Oro Plata).



Ranked

Top 10 mining jurisdiction in
US by Fraser Institute. ³



Abundance

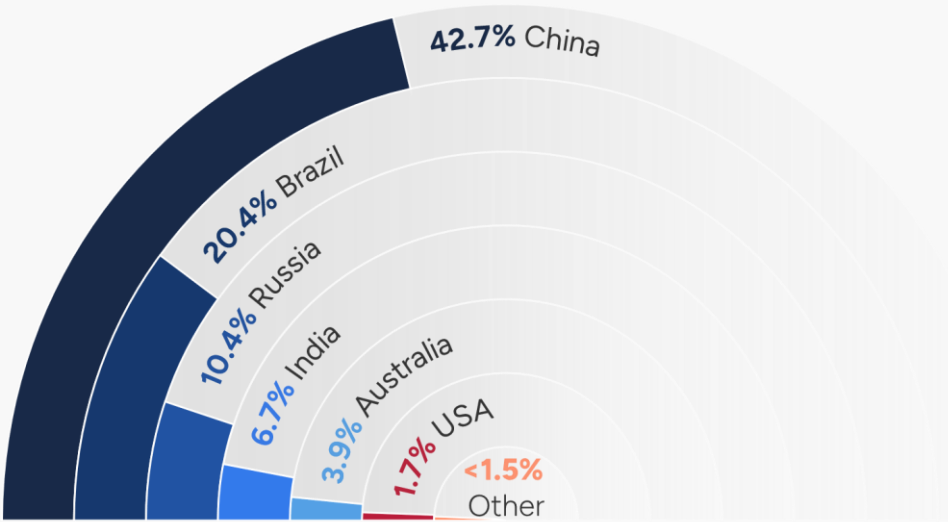
of minerals including gold,
silver, platinum, moly,
copper, coal and rare earths.



REE Worldwide Reserves & Expected Demand

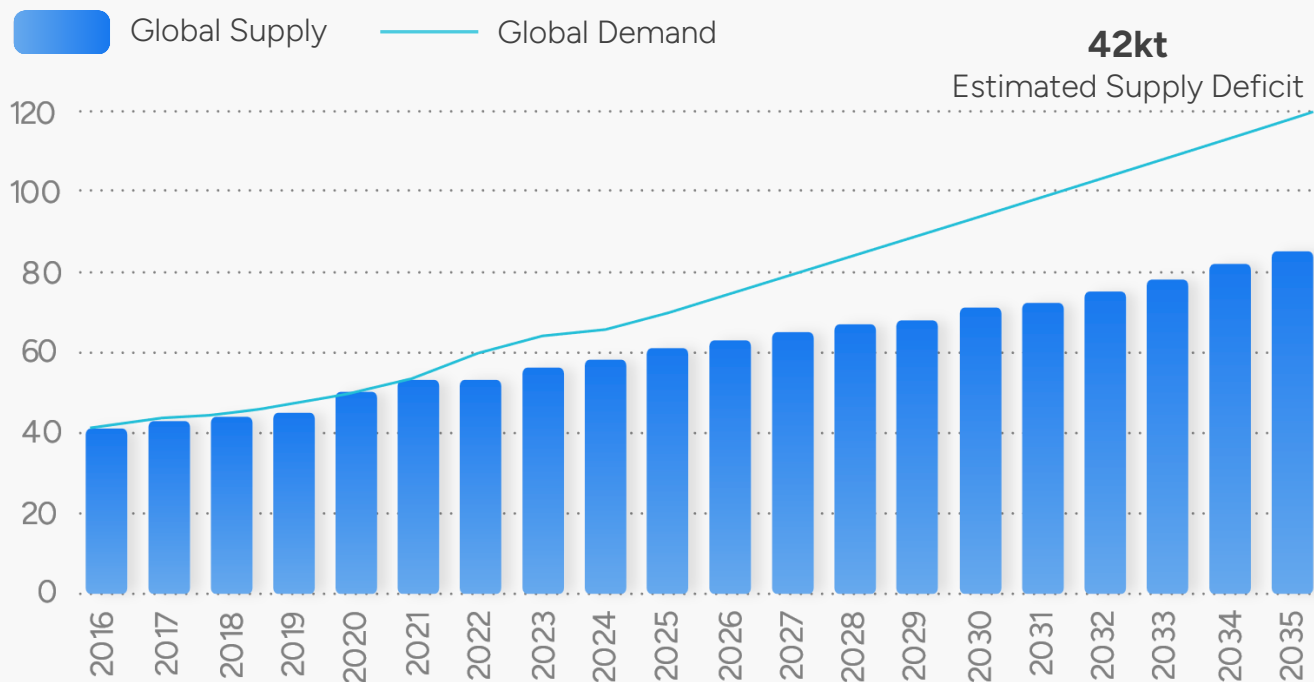
US controls only **1.7%** of total world-wide rare earth reserves yet is expected to account for a significant amount of demand for the unplanned new supply requirements needed to fuel the **EV** and **nation defense** industries.

Rare Earth Reserves
2021 ⁽¹⁾



Total Worldwide Reserves: **103M mt**

NdPr Supply & Demand (kt) ⁽²⁾



Regional Activity

Sheep Creek represents a district scale opportunity to develop **resources & reserves** within the US. Project located in the heart of a district known for rare earth elements

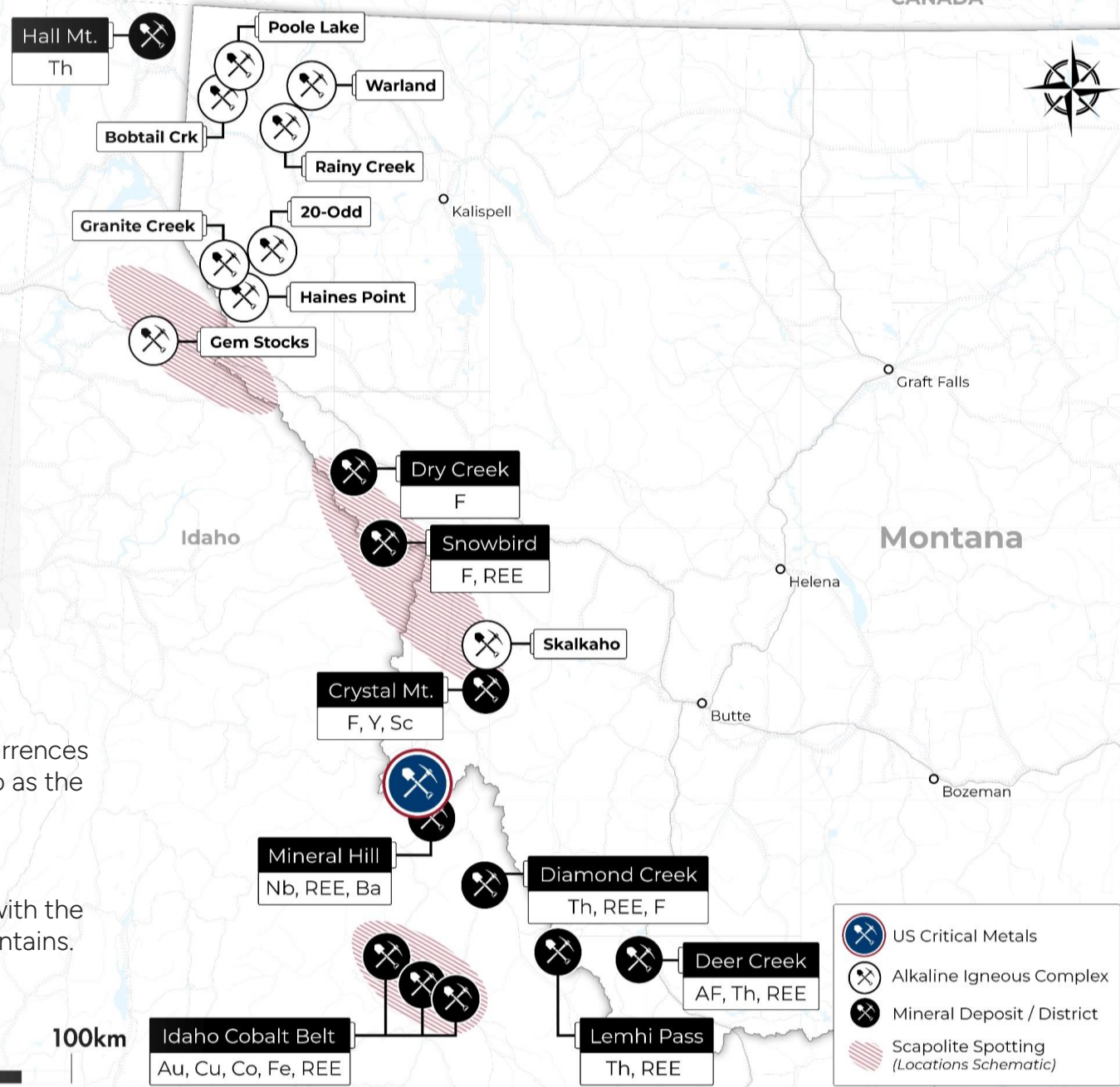
Regional Geology

- Carbonatites occur in an amphibolite grade metamorphic package composed of gneiss, schist, migmatite, pegmatite and amphibolite.
- Rock units occur in SW Montana and extend to the SE into Idaho where similar REE mineralization occurs in the Mineral Hill District.

Regional Activity






- Sheep Creek occurs within a NNW trending belt of rare metal mineral occurrences and alkalic igneous complexes along the Montana Idaho border. Referred to as the Montana Idaho Alkalic Belt (MIAB).
- Belt hosts Th, REE, Ti, and Nb deposits in SW Montana and adjacent Idaho including the carbonatite dikes at Sheep Creek and Mineral Hill (ID), along with the Th and REE veins at Diamond Creek, Lemhi Pass and northern Tendoy Mountains.

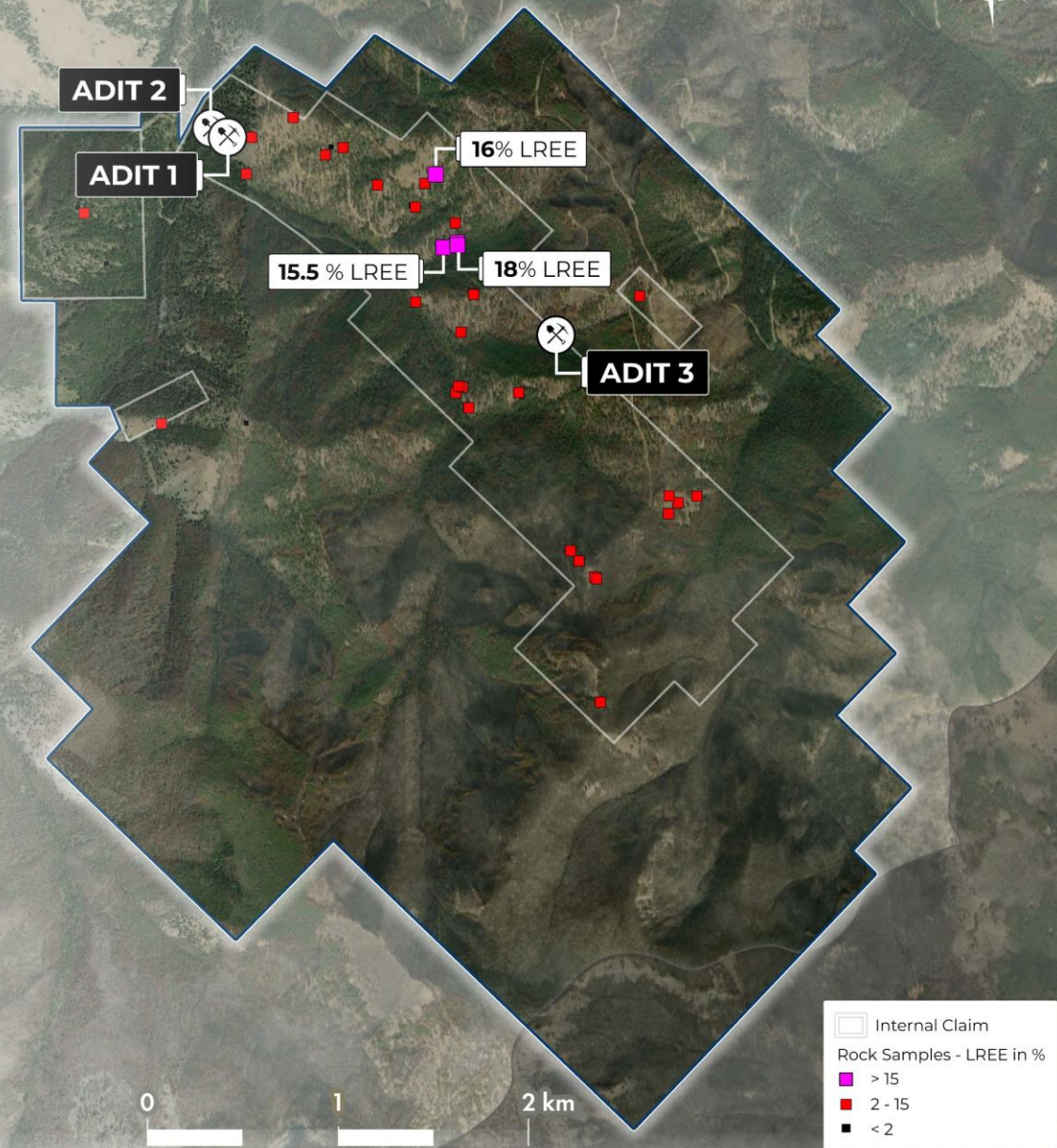
0 50 100km



Sheep Creek Overview

Sheep Creek is one of the highest-grade light rare earth projects known within the **US**. It is located in Ravalli County, SW Montana.

-  Agreement to earn up to 75% corporate equity in newly formed US Rare Elements Corp.
-  Elements include neodymium, praseodymium, gallium, niobium. Critical inputs in the creation of electric vehicle batteries, various technologies, and military and defense applications.
-  Sampling has produced an average total rare earth elements of 6.8% across 51 historical samples.
 - Up to 18.0% total rare earth elements, including 2.4% (23,810ppm) neodymium and praseodymium.
 - Average neodymium and praseodymium of 0.9% (864ppm).
 - Thorium averaged 200ppm (below the 500ppm permitting threshold).
-  Over 50 carbonatite dikes up to three meters wide can be followed for more than 300 meters along strike.
-  223 Contiguous claims, approximately 4,500 acres.



Source: (1) Reference US Critical Metals Corp. press release dated July 25th, 2022

Sheep Creek Exploration Plan

Historic sampling confirms high grade mineralization within historic property area. Completed detailed mapping and sampling (above and below ground) over historic claims. Results pending.



Sediment Sampling

Program from streams conducted over the entire claim block. Results pending.



Sampling

And mapping of recently staked claim blocks to define additional drill targets.



Drill Targets

Being refined. Initial drill area will be focused on historic claims.

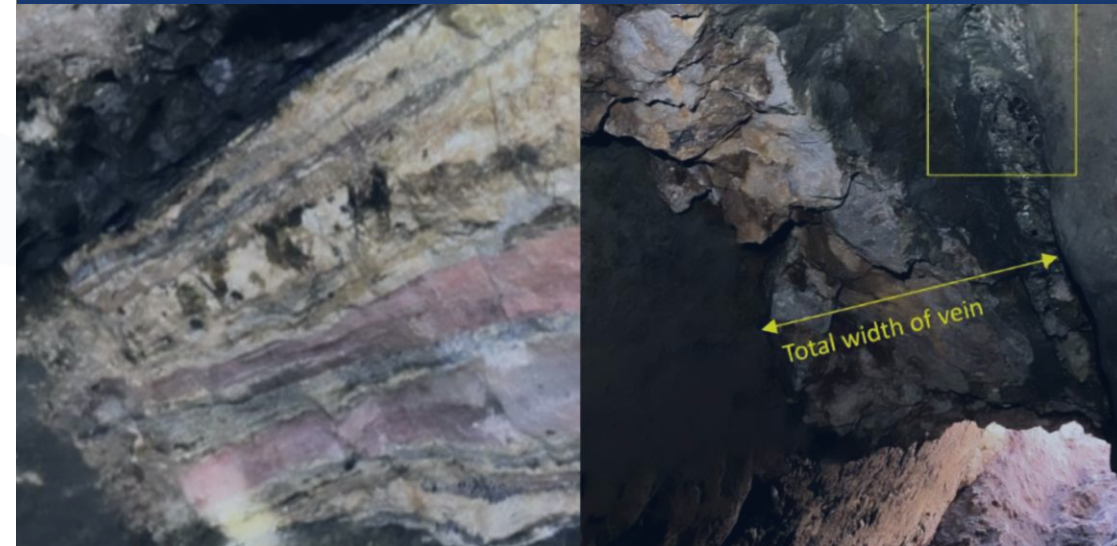


File Operation Plan

With Forest Service. Project previously permitted.



Underground



IDAHO Mining & Cobalt

Ranked 1st jurisdiction globally by Fraser Institute.

>\$6B USD¹

of metals produced in
Idaho since 1885, including:

>1.2 Boz Ag²

>3.3Mt Zn³



Mining

has a direct economic
impact in Idaho. Generates
over \$980M in mineral
production annually.



Ranked

8th jurisdiction globally
by Fraser Institute



Notable

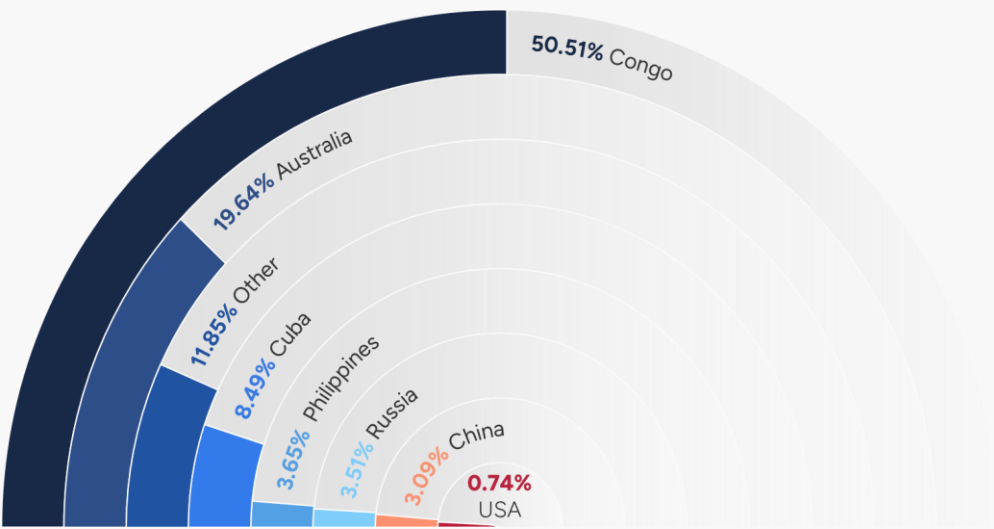
mining companies in Idaho
include Hecla Mining Company
and Jervois Mining



Cobalt Worldwide Reserves & Expected Demand

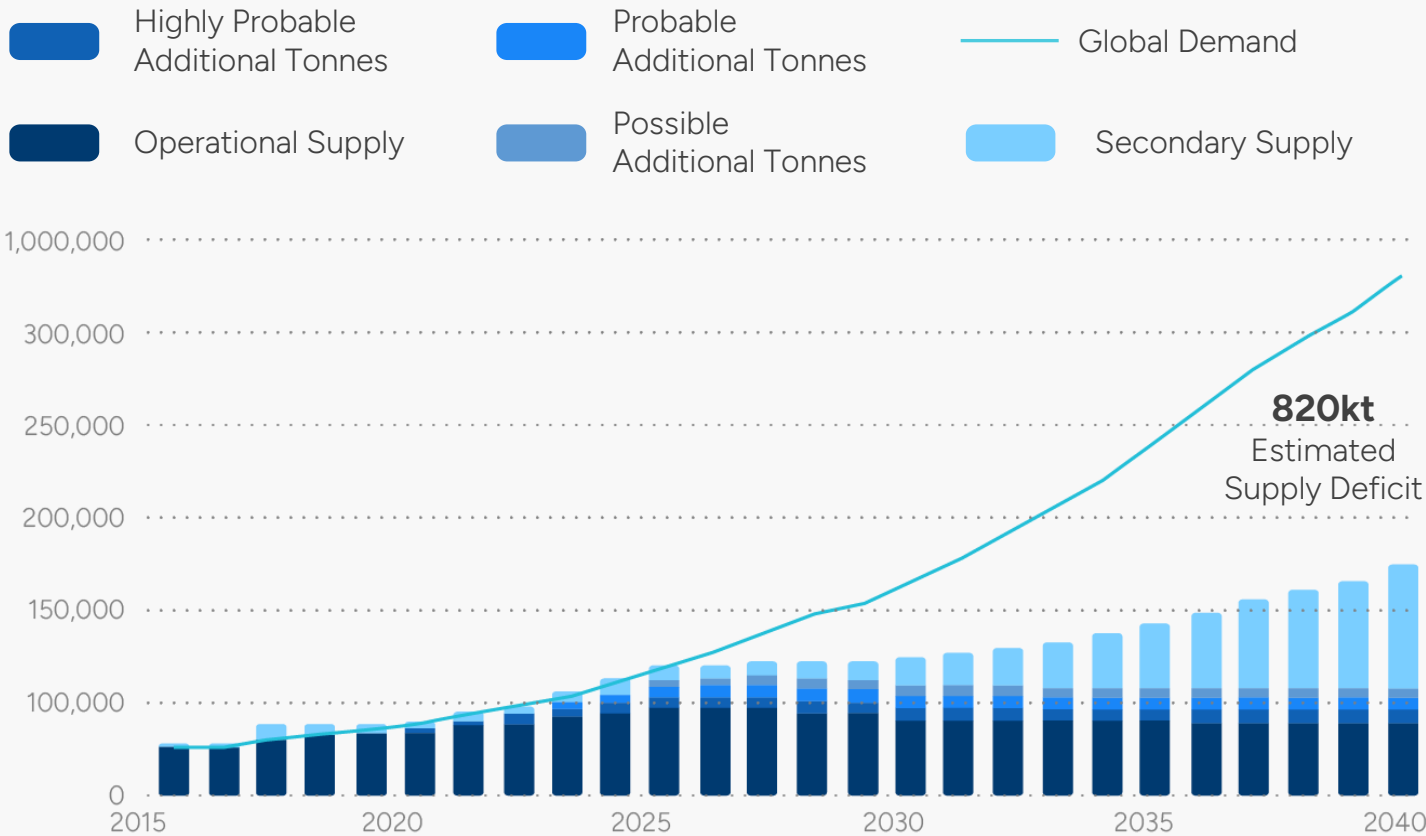
US controls **0.7%** of total world-wide cobalt reserves yet is expected to account for a significant amount of demand for the unplanned new supply requirements needed to fuel the **EV** and technology industries.

Global Cobalt Reserves
2020₁










Total Worldwide Reserves: **103M mt**

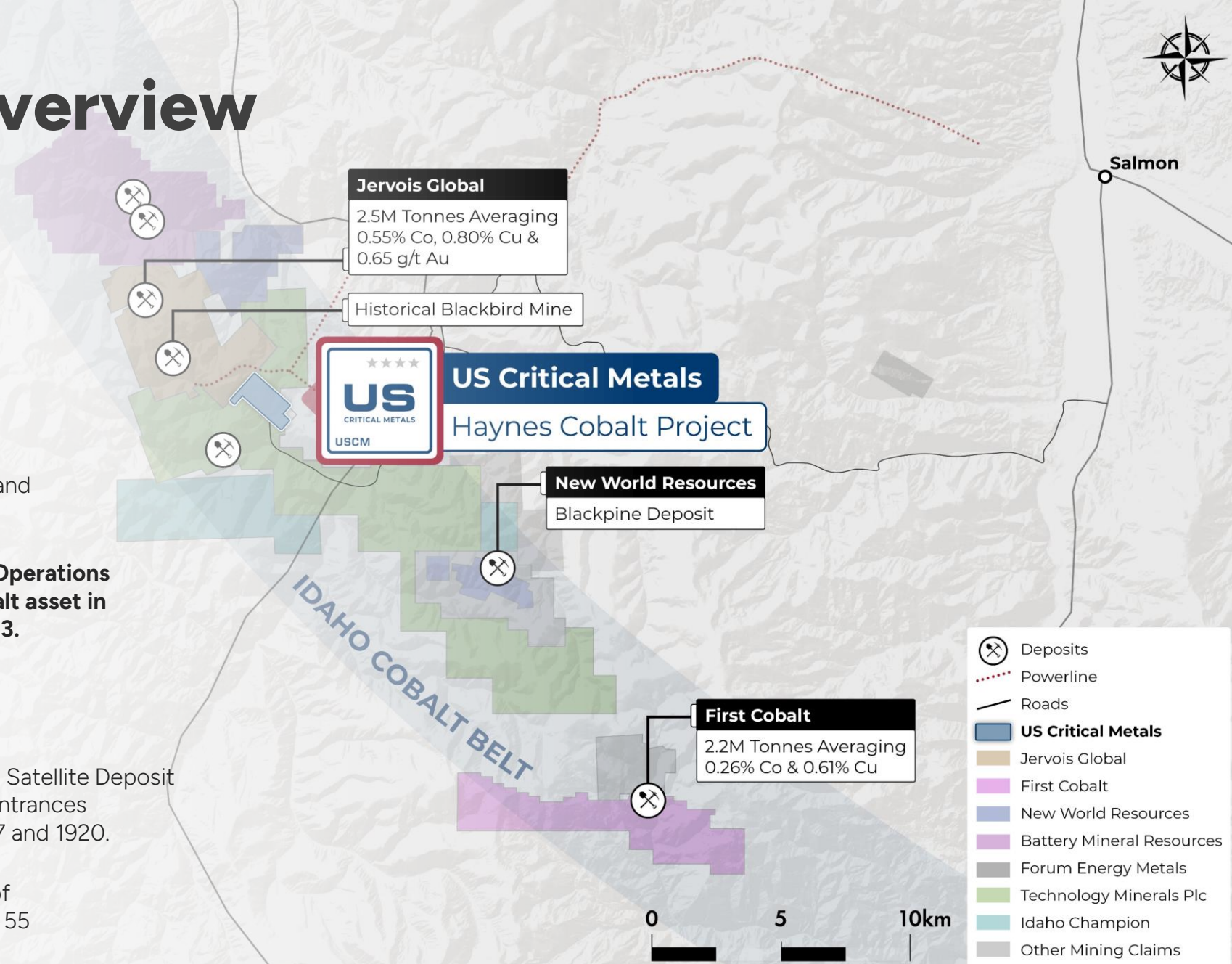
Cobalt Supply & Demand (kt)₂



Haynes Cobalt Overview

Primary cobalt project located in Idaho Cobalt Belt. The Idaho Cobalt Belt is NW-SE trending zone of Co-Cu-As-Au-Ag +/-REE occurrences (approx. 55 km long and approximately 10 km wide).

-  Contiguous 23 claims (475 acres).
-  Own 100% interest.
-  Next to historical Blackbird mining camp, where Cobalt-Copper-Gold deposits were developed and mined between 1902 and 1968.¹
-  **Southeast of the Jervois Global Idaho Cobalt Operations will be one of the only producing primary cobalt asset in US, full scale production planned for early 2023.**
-  Benefits from being close to infrastructure. Less than one kilometer from powerlines.
-  Covers portion of historically developed Haynes Satellite Deposit in historical Blackbird Mining Camp. Three adit entrances developed by Haynes Satellite Co, between 1917 and 1920.
-  The Idaho Cobalt Belt is NW-SE trending zone of Co-Cu-As-Au-Ag +/- REE occurrences (approx. 55 km long and approximately 10 km wide).



Geology & Mineralization

Haynes Cobalt Project lies within a trend of tourmaline breccia. This project is underlain by thinly bedded, banded very fine grained grey and black quartzite with interbedded dark green schist.



Mineralized material is within a breccia zone in quartzite. Heavily silicified and replaced by tourmaline with an approximate 130 strike and near vertical dip.



Cobaltite occurs within the tourmaline bearing breccia zone, with a strike length of about 2 km



Recent rock sampling with positive preliminary results:

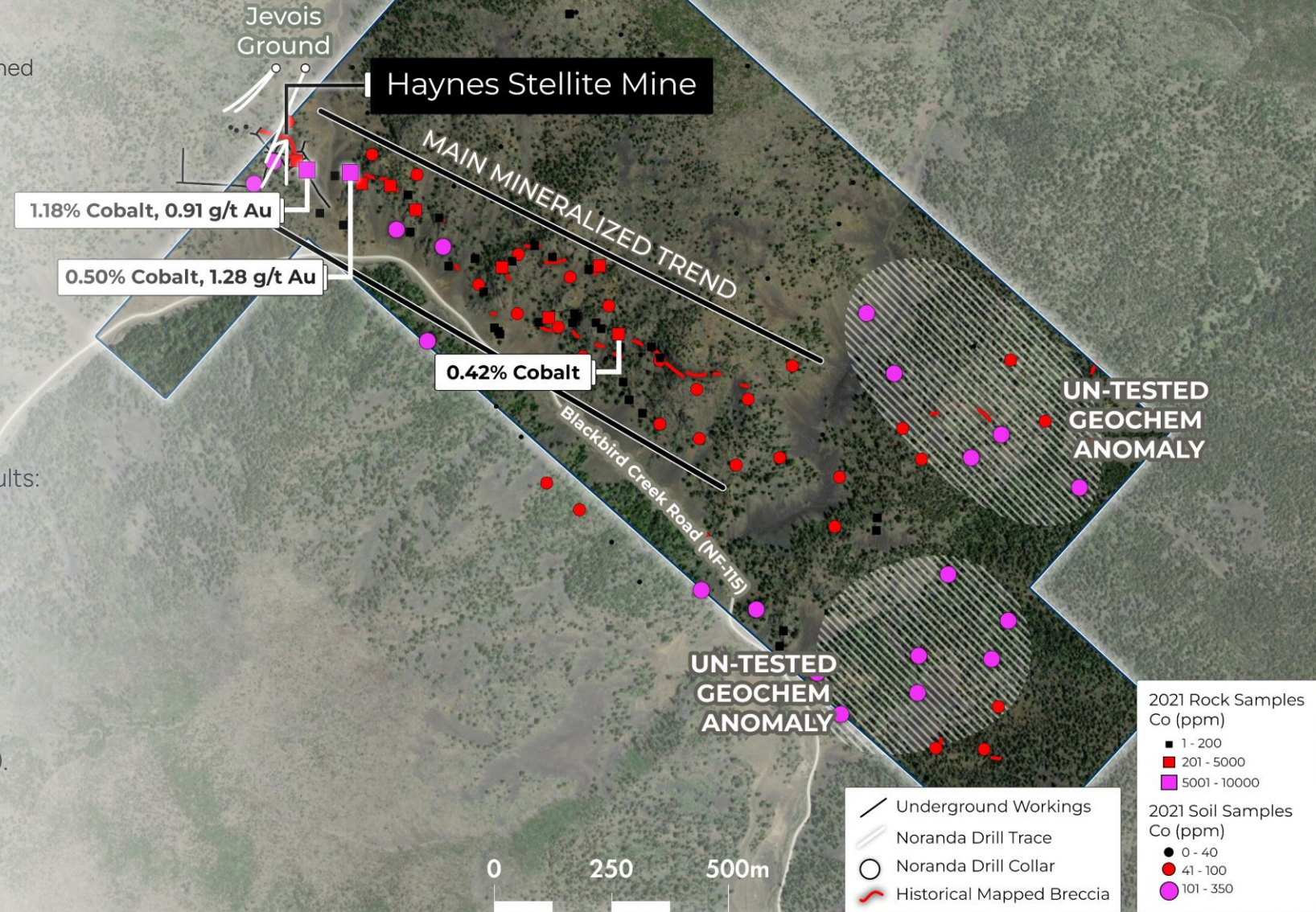
- 1.18% cobalt, 0.91 g/t gold
- 0.50% cobalt, 1.28 g/t gold



Ore grade samples contain abundant heavy Rare Earth Element (REE) mineralization (xenotime associated with cobaltite mineralization).



Recent soil geochem sampling, that outlines two high priority areas for follow up work.



Haynes Cobalt Exploration Plan

Historic gold-copper underground workings cross property boundary and correlate to cobalt mineralization.



Control of Majority

USCM Controls the majority of the historic underground development mapped and sampled



Tourmaline bearing breccia

Noranda defined a two-kilometer trend of tourmaline bearing brecciated rocks on the property in 1980. Tourmaline bearing breccia related to cobalt mineralization at the historical workings.



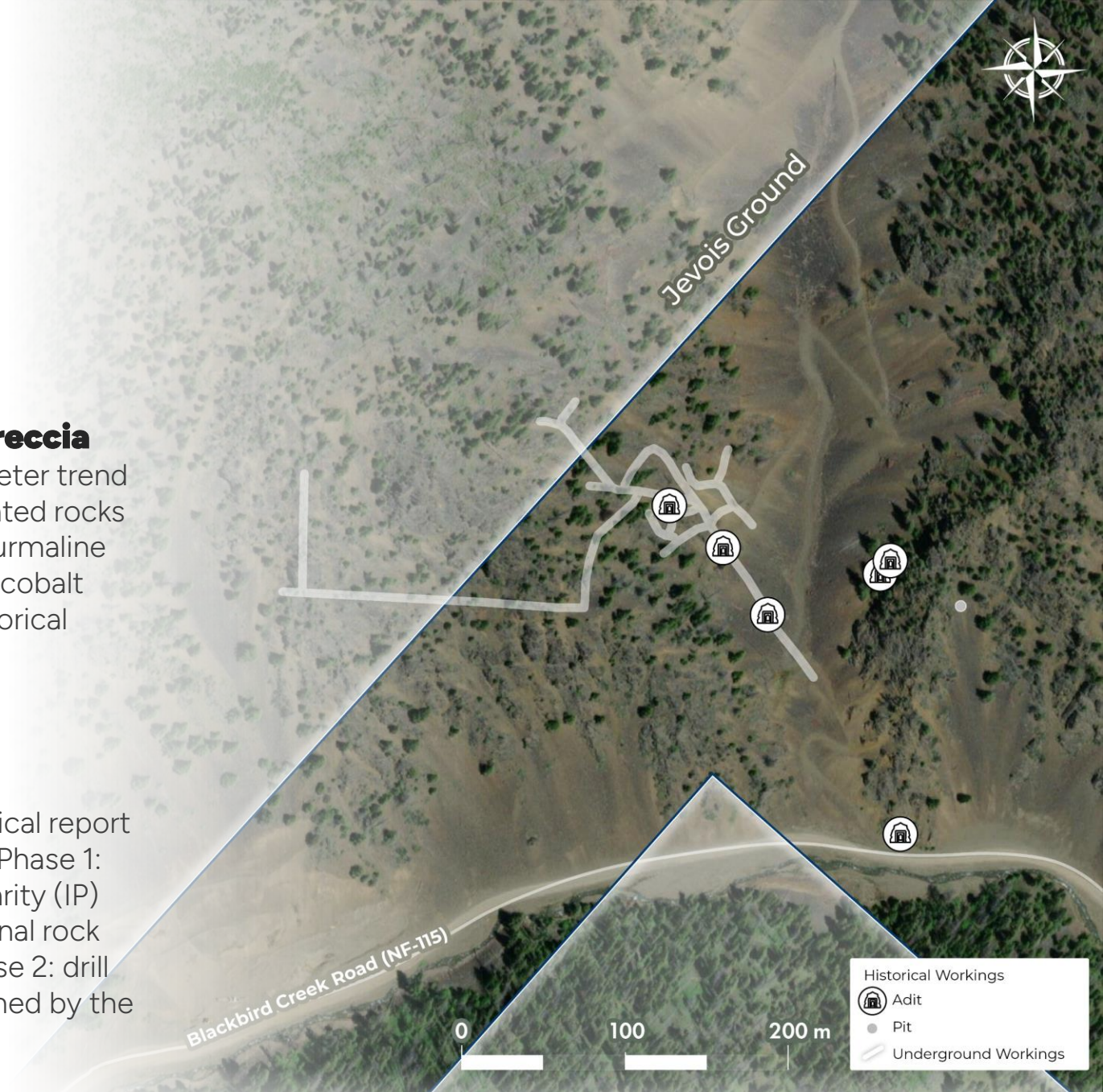
Property Development

Explored by Noranda Exploration Inc. in 1979 to 1981 further developed the property near the historical adits. Promising results from surface and underground drilling.



NI 43-101

Independent NI 43-101 technical report with recommendations of: Phase 1: property wide Induced Polarity (IP) geophysical survey, additional rock sampling and mapping. Phase 2: drill testing targets that were defined by the previous work.



Executive Management

Management team with strong background in financial and technical management with combined several decades of experience and successful track record of founding and growing companies.

CEO & Director

DARREN COLLINS

He has accumulated over 15 years of corporate and board experience spanning various industries, including mining and technology. His expertise covers areas such as mergers and acquisitions, debt and equity financing, go-public transactions, commercial partnerships, accounting, and corporate governance. Darren has led and supported fundraising efforts that have raised over \$250 million in equity capital and previously worked with Quest Capital. He earned a Bachelor of Commerce degree in finance from Dalhousie University.

VP Exploration & Director

MARCO MONTECINOS

He has more than 35 years of experience in exploration and business development for both public and private companies. He has led exploration strategies and project development for numerous projects throughout the Americas. His previous experience includes working with Placer Dome, Billiton, Alta Gold, Francisco Gold, among other companies. He earned a Bachelor of Arts in Mathematics and Physics with a Geology Emphasis from Western State College, Colorado, and is a member of the Geologic Society of Nevada.

CFO

KEITH LI

With over 10 years of experience in corporate accounting and audit, he has held senior positions with various public companies, including mining issuers. His expertise lies in providing management advisory services, accounting, and regulatory compliance. He is a Chartered Professional Accountant and holds a Bachelor of Commerce degree from McGill University.

Independent Directors & Technical Advisor

Directors with strong backgrounds in public markets, public company oversight, and investor representation. Technical advisor with significant US critical metals experience.

Director

PETER SIMEON

With 20+ years of experience in corporate law, he specializes in securities, M&A, and corporate governance. A partner at Gowling WLG since 2015, he was previously at Willdeboer Dellelce LLP and Osler, Haskin & Harcourt LLP. He serves as a director for public and private companies. He holds a BA from Queen's University and a law degree from Osgoode Hall at York University.

Director

SCOTT BENSON

With over 15 years of experience in founding, financing, and developing resource and technology companies, he has a background in investments, investor relations, business development, and management. He is currently the Managing Director of Recharge Capital Corp., a firm focused on battery and EV materials investments. He holds a Bachelor of Economics degree from the University of Victoria.

Technical Advisor

JODY DAHROUGE

With over 25+ years of international exploration expertise in green energy metals such as lithium, cobalt, REE's, and PGE's. He is President of Dahrouge Geological Consulting, with extensive experience as an officer and director, and is a professional geologist with Bachelor of Science degrees in geology and computing science from the University of Alberta.

Sheep Creek Rare Earth Project: Technical Partners

Technical team for the Sheep Creek Rare Earth Project includes highly experienced professionals with a deep background in rare earth elements. USCM is partnered with US Critical Materials Corp.

President

JAMES HEDRICK

He has over 32 years of experience and is considered an expert in rare earth elements. He worked at the US Geological Survey as a rare earth commodity specialist and has experience with the US Army Corps of Engineers and the US Bureau of Mines. He has published over 300 articles and papers on mineral commodities and has a Bachelor of Science from James Madison University and did graduate study at North Carolina State University.

Lead Geologist

PETER MEJSTRICK

He has over 35 years of experience in mineral exploration and is a resident of Montana. He previously worked at major US mining companies, focusing on property evaluation, acquisition, and exploration in the western US. He has strong field and project management skills and a technical background. He holds a Ph.D. in Geology from the University of British Columbia, a Master of Science from the University of Montana, and a Bachelor of Arts from Bowdoin College.

Academic Advisor

CHRISTOPHER H. GAMMONS

He has over 20 years of classroom experience and almost 40 years of field experience. He is a professor in the Department of Geological Engineering at Montana Tech and a Professional Geologist in the State of Wyoming. He has over 80 publications outlining research conducted on a spectrum of geological specializations, including rare earth elements. He holds a Ph.D. in Geochemistry and Mineralogy from Penn State University and a Bachelor of Science from Bates College.

APPENDIX



Transaction Terms

Pursuant to the terms of the Option Agreement, LVH has granted USEM an exclusive irrevocable right to prospect, explore for and develop minerals within the Project, to earn and vest an undivided 50% interest in the Project and to form a joint venture for the management, operation and ownership of the Project (collectively the **"Earn-in Right"**). In consideration for the Earn-in Right, USEM has agreed to incur an initial CAD\$1,500,000 in exploration expenditures on or before the second anniversary of the date of the Option Agreement (the **"Second Year Deadline"**) and an additional CAD\$3,000,000 in exploration expenditures on or before the sixth anniversary of the Option Agreement, for a total of CAD\$4,500,000 (the **"Exploration Expenditures"**).

In addition to the Exploration Expenditures, USEM has agreed to make the following payments in cash (**"Cash Payments"**) and in common shares of USCM (the **"Shares"**, collectively with the Exploration Expenditures and Cash Payments, the **"Earn-in Obligation"**) to LVH:

Upon exercise of the option following the completion of the Earn-in Obligation by the Company, a joint venture will be formed between the parties to advance the Project, with each party having an initial interest of 50%.

USEM will have the option to increase its participating interest in the joint venture by an additional 25% to an aggregate participation right of 75% by: (i) incurring and paying additional exploration expenditures in the amount of CAD\$5,000,000 on or before the sixth anniversary of the effective date of the Operating Agreement (the **"Additional Earn-in Deadline"**); and (ii) by issuing Shares having a value of CAD\$1,000,000 within 10 business days after the Additional Earn-in Deadline.

If at any time LVH's participating interest in the joint venture is diluted to below 10%, LVH's interest will be deemed to have been withdrawn and been converted into a 3.0% net smelter returns mineral production royalty. USEM will then have the option and right, exercisable at any time, to purchase one-third of the royalty for the purchase price of CAD\$5,000,000.

- Reimbursement of BLM fees for the Property for the September 2023 to August 2024 period;
- CAD\$50,000 within 5 business days after the CSE's acceptance of the Option Agreement;
- if USEM elects to continue the Option Agreement in effect after the Second Year Deadline, CAD\$100,000 within 10 business days after the Second Year Deadline;
- Shares having a value of CAD\$100,000 on the CSE's acceptance of the Option Agreement; and
- If USEM elects to continue the Option Agreement in effect after the Second Year Deadline, Shares having a value of CAD\$200,000 within 10 business days after the Second Year Deadline.



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