

US Critical Metals Announces Closing of Private Placement

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Vancouver, April 25, 2025 - [US Critical Metals Corp.](#) (CSE: USCM) (OTCQB: USCMF) (FSE: 0IU) ("USCM" or the "Company") is pleased to announce that it has closed its previously announced non-brokered private placement offering (the "Offering") of units of the Company (each, a "Unit"), pursuant to which the Company issued 5,100,000 Units at a price of \$0.10 per Unit for aggregate gross proceeds of \$510,000.

Each Unit is comprised of one common share in the authorized share structure of the Company (each, a "Common Share") and one common share purchase warrant of the Company (each, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of \$0.125 for a period of 24 months from the date of issuance. The Common Shares and Warrants issued under the Offering are subject to a hold period of four months plus one day from the date of issuance pursuant to applicable securities laws in Canada. No finder's fees were paid in connection with the Offering.

The Company intends to use the proceeds from the Offering 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.

Certain of the Company's directors and officers (the "Insiders") participated in the Offering and acquired an aggregate of 650,000 Units. The transactions by the Insiders constitute "related party transactions" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The transactions are exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as they are distributions of securities for cash and the fair market value of the Units issued to, and the consideration paid by, the Insiders did not exceed 25% of the Company's market capitalization. No new insiders were created, nor any change of control occurred, as a result of the Offering.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 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.

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 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, the intended use of the net proceeds of the Offering and USCM's intention to explore and develop critical metals and rare earth assets with near- and long-term strategic value to the advancement of U.S. interests. 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; 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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