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charlton & company  
CHARTERED PROFESSIONAL ACCOUNTANTS

March 31, 2022

## **TSX Venture Exchange**

Dear Sirs / Mesdames:

### **Re: Holly Street Capital Ltd.**

We refer to the filing statement of Holly Street Capital Ltd. (the "Company") dated March 31, 2022 relating to the Company's proposed qualifying transaction with US Critical Metals Corp. (the "Filing Statement").

We consent to being named and to the use in the Filing Statement, of our report dated December 15, 2021 to the shareholders of the Company on the following financial statements:

Consolidated statements of financial position as at September 30, 2021 and 2020;

Consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

We report that we have read the Filing Statement and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the consolidated financial statements upon which we have reported or that are within our knowledge as a result of our audit of such consolidated financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the Filing Statement as these terms are described in the CPA Canada Handbook – Assurance.

This letter is provided solely for the purpose of assisting the stock exchange to which it is addressed in discharging its responsibilities and should not be used for any other purpose.

Yours very truly,

(Signed) "Charlton & Company"

Chartered Professional Accountants