



March 31, 2022

Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
TSX Venture Exchange Inc.

Dear Sirs/Mesdames:

Re: US Critical Metals Corp. (the "Corporation")

We refer to the filing statement of Holly Street Capital Ltd. dated March 31, 2022 (the "Listing Statement") relating to the qualifying transaction involving the acquisition of all the issued and outstanding securities of the Corporation (as defined in the Listing Statement).

We consent to being named and to the use, including through incorporation by reference in the above-mentioned Listing Statement, of our audit report to the shareholders of the Corporation dated February 23, 2022, on the following financial statements:

- Audited consolidated financial statements of US Critical Metals the Corporation as at January 31, 2022, which comprise the consolidated statements of financial position as at January 31, 2022, and the consolidated statements of comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the period from July 12, 2021 (date of incorporation) to January 31, 2022, and the related notes comprising a summary of significant accounting policies and other explanatory information.

We report that we have read the Listing Statement and all information specifically incorporated by reference 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 Listing Statement as these terms are described in the CPA Canada Handbook – Assurance.

Yours very truly,

(Signed) "Clearhouse LLP"

Chartered Professional Accountants
Licensed Public Accountants