

## AMENDING AGREEMENT

THIS AMENDING AGREEMENT (the “Amending Agreement”) is made as of March 31, 2022.

### BETWEEN:

**HOLLY STREET CAPITAL LTD.**, a company existing under the laws of the Province of British Columbia

(“Holly”)

- and -

**US CRITICAL METALS CORP.**, a corporation incorporated under the laws of the Province of British Columbia

(“USCM” and together with Holly, the “Parties”)

**WHEREAS** the Parties entered into an business combination agreement (the “**Business Combination Agreement**”) dated as of January 7, 2022 which contemplates a reverse takeover of Holly by USCM by way of a share exchange.

**AND WHEREAS** the Business Combination Agreement allows the Parties to, *inter alia*, amend the terms of the Business Combination Agreement, at any time and from time to time, in accordance with the terms and conditions set forth therein;

**AND WHEREAS** Article 1 of the Business Combination Agreement defines the “Outside Date” as March 31, 2022 (the “**Outside Date**”);

**AND WHEREAS** the Parties wish to amend the Business Combination Agreement pursuant to the terms and conditions hereof to amend the definition Outside Date, as set forth below.

**NOW THEREFORE THIS AGREEMENT WITNESSETH THAT** in consideration of the foregoing and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. All capitalized terms used but not otherwise defined in this Amending Agreement shall have the respective meanings ascribed to them in the Business Combination Agreement.
2. The definition of “Outside Date” in Article 1 of the Business Combination Agreement is hereby deleted in its entirety and replaced with the following:

“**Outside Date**” means April 15, 2022 or such other date as Holly and USCM may mutually agree;”

3. Except for the foregoing amendments, the Parties acknowledge and confirm that the Business Combination Agreement shall remain in full force and effect, unamended, and, upon the execution of this Amending Agreement, the Business Combination Agreement

and this Amending Agreement shall be deemed to constitute the entire Business Combination Agreement.

4. This Amending Agreement shall be binding upon and enure to the benefit of the Parties and their respective legal representatives, successors and permitted assigns. This Amending Agreement shall be governed by the laws of the Province of British Columbia and the federal laws of Canada applicable therein.
5. This Amending Agreement may be executed in any number of counterparts (including counterparts by facsimile or any other form of electronic communication) and all such counterparts taken together shall be deemed to constitute one and the same instrument. The Parties shall be entitled to rely upon delivery of an executed facsimile or similar executed electronic copy of this Amending Agreement, and such facsimile or similar executed electronic copy shall be legally effective to create a valid and binding agreement between the Parties.

**[Signature Page Follows]**

**IN WITNESS WHEREOF** the Parties have executed and delivered this Amending Agreement as of the date first above written.

**HOLLY STREET SECURITIES LTD.**

Per: (Signed) "Joel Freudman"  
Name: Joel Freudman  
Title: Chief Executive Officer

**US CRITICAL METALS CORP.**

Per: (Signed) "Darren Collins"  
Name: Darren Collins  
Title: Chief Executive Officer