



Date: March 29, 2023

TO: All applicable Securities Commissions

RE: Annual General Meeting of the shareholders of US Critical Metals Corp. to be held on May 3, 2023 (the "Meeting")

I, Keith Li, Chief Financial Officer, of US Critical Metals Corp. (the "Company"), do hereby certify on behalf of the Company and not in my personal capacity that:

- (a) arrangements have been made to have proxy related materials for the Meeting sent in compliance with National Instrument 54-101 (the "Instrument"), to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a) and
- (c) the Company is relying on section 2.20 of the Instrument to abridge the time prescribed in subsection 2.5(1) of the Instrument.

US CRITICAL METALS CORP.

Per:

"Keith Li"

Keith Li, Chief Financial Officer