

US CRITICAL METALS CORP.

550 Burrard Street, Suite 2300
Vancouver, British Columbia
V6C 2B5

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of US Critical Metals Corp. (the “**Company**”) will be held at Gowling WLG (Canada) LLP, First Canadian Place, 100 King St W, #1600, Toronto, Ontario, Canada M5X 1G5 on Wednesday, the 3rd day of May, 2023 at 10:00 a.m. (Toronto Time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the eight-month period ended September 30, 2022 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors therein;
2. To fix the number of directors at four (4);
3. To elect the directors for the ensuing year;
4. To appoint Clearhouse LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the directors of the Company to fix their remuneration;
5. To consider and, if thought fit, to pass an ordinary resolution, providing for the approval of the Company’s rolling stock option plan and reserving for the grant of options of up to 10% of the issued and outstanding shares of the Company at the time of any stock option grant, as more particularly described in the accompanying Information Circular; and
6. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the Information Circular, a form of Proxy, and a Financial Statement Request Form. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

Shareholders of the Company are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read the notes to the enclosed form of Proxy and then to, complete, sign and mail the enclosed form of Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice.

DATED at Vancouver, British Columbia, this 21st day of March, 2023.

BY ORDER OF THE BOARD

(signed) “Darren Collins”

Darren Collins

President, Chief Executive Officer and Director