

Johnathan Dewdney Acquires Securities of US Critical Metals Corp.

Vancouver, British Columbia--(Newsfile Corp. - April 12, 2023) - Johnathan Dewdney ("**Johnathan**") announced that on April 11, 2023 he has, by way of a brokered private placement (the "**Private Placement**"), acquired, directly and indirectly, 142,800 units ("**Units**") of US Critical Metals Corp. ("**US Critical**", which has a head office at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5). Johnathan subscribed for 142,800 Units (71,400 directly and 71,400 Common Shares indirectly through Crowsnest Holdings Inc.) at a price of \$0.35 per Unit, for an aggregate consideration of CAD\$49,980, with each Unit consisting of one common share of US Critical and one transferable common share purchase warrant exercisable to purchase an additional common share of US Critical at a price of \$0.55 per share until April 11, 2026.

Immediately following the closing of the Private Placement, Johnathan had ownership or control, directly or indirectly, over an aggregate of 6,038,037 common shares (of which 558,066 common shares are held jointly by the Acquiror and Crowsnest Holdings Inc.) of US Critical, representing approximately 9.94% of the number of common shares of US Critical then issued and outstanding, on a non-diluted basis, and approximately 17.47% of the number of common shares of US Critical then issued and outstanding on a partially-diluted basis (assuming only the exercise in full of the 5,541,371 common share purchase warrants (of which 71,400 Common Shares are held jointly by the Acquiror and Crowsnest Holdings Inc.) of US Critical held by Johnathan, directly and indirectly). Prior to the closing of the Private Placement, Johnathan had ownership or control, directly or indirectly, over 5,895,237 common shares of US Critical, which 486,666 Common Shares are held jointly by Johnathan and Crowsnest Holdings Inc., a company controlled by Johnathan Dewdney, representing approximately 11.02% of the number of common shares of US Critical then issued and outstanding, on a non-diluted basis, and approximately 19.18% of the number of common shares of US Critical then issued and outstanding on a partially-diluted basis.

Johnathan acquired the Units for investment purposes. Johnathan may, depending on market and other conditions, increase or decrease beneficial ownership or control in the securities of US Critical, or otherwise deal with such securities in such manner as deemed advisable through market transactions, private agreements or otherwise.

This news release is being issued in accordance with National Instrument 62-103 - *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*. A copy of the early warning report will be filed on US Critical's SEDAR profile at www.sedar.com.

For more information or to obtain a copy of the early warning report filed in respect of this press release, contact Johnathan Dewdney at 700 - 1090 W Georgia St Vancouver BC V6E 3V7.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/162102>