

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

US Critical Metals Corp. ("**USCM**" or the "**Company**")
550 Burrard Street, Suite 2300
Vancouver, British Columbia
V6C 2B5

Item 2 Date of Material Change

September 6, 2023

Item 3 News Release

A news release dated September 6, 2023 was disseminated to the TSX Venture Exchange and through various other approved public media and filed on SEDAR+ with applicable securities commissions.

Item 4 Summary of Material Change(s)

The Company has received conditional approval to list its common shares on the Canadian Securities Exchange (the "**CSE**"), and anticipates to voluntarily delist its common shares from the TSX Venture Exchange (the "**TSXV**"). The Company intends to arrange for the delisting of its common shares from the TSXV at market close on September 8, 2023 and subsequent commencement of trading on the CSE on September 11, 2023. The Company's trading symbol "USCM" will remain the same.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has received conditional approval to list its common shares on the CSE, and anticipates to voluntarily delist its common shares from the TSXV. To ensure continued trading of the Company's common shares, the Company intends to arrange for the delisting of its common shares from the TSXV at market close on September 8, 2023 and subsequent commencement of trading on the CSE on September 11, 2023. The Company's trading symbol "USCM" will remain the same and shareholders will not be required to take any action in connection with the CSE listing.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Darren Collins, Chief Executive Officer & Director
Tel: +1 (786) 633-1756

Item 9 Date of Report

September 11, 2023