

## 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 15, 2023

#### **Item 3 News Release**

A news release dated September 18, 2023 was disseminated to the Canadian Securities 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 announced that it has, along with its wholly-owned subsidiary, US Energy Metals Corp. (“**USEM**”), entered into an Exploration and Option to Enter Joint Venture Agreement dated September 15, 2023 (the “**Option Agreement**”) with respect to the McDermitt Lithium Project in Nevada (the “**Project**” or “**MLEP**”) with Live Energy Minerals Corp. (“**LIVE**”), a public British Columbia company listed on the Canadian Securities Exchange (the “**CSE**”) and its wholly-owned Nevada subsidiary, Lithium Valley Holdings Corp. (“**LVH**”), providing the Company with the option to acquire up to a 50% interest in the Project and a further option to acquire an additional 25% interest for an aggregate total of 75% interest in the Project (the “**Transaction**”).

Pursuant to the terms of the Option Agreement, in consideration for the Earn-in Right (as hereinafter defined), USEM has agreed to incur an initial CAD\$1,500,000 in exploration expenditures on or before the second anniversary of the date of the Option Agreement (the “**Second Year Deadline**”) and an additional CAD\$3,000,000 in exploration expenditures on or before the sixth anniversary of the Option Agreement, for a total of CAD\$4,500,000 (the “**Exploration Expenditures**”). In addition to the Exploration Expenditures, USEM has agreed to, among other things, make payments in cash in the approximate amount of CAD\$150,000 and in common shares of USCM having a value of approximately CAD\$300,000 to LVH:

Upon exercise of the option following the completion of the Earn-in Obligation by the Company, a joint venture will be formed between the parties to advance the Project, with each party having an initial interest of 50%.

USEM will have the option to increase its participating interest in the joint venture by an additional 25% to an aggregate participation right of 75% by: (i) incurring and paying additional exploration expenditures in the amount of CAD\$5,000,000; and (ii) by issuing common shares having a value of CAD\$1,000,000.

If at any time LVH’s participating interest in the joint venture is diluted to below 10%, LVH’s interest will be deemed to have been withdrawn and been converted into a 3.0% net smelter returns mineral production royalty. USEM will then have the option and right, exercisable at any time, to purchase one-third of the royalty for the purchase price of CAD\$5,000,000.

#### **Item 5 Full Description of Material Change**

## 5.1 Full Description of Material Change

The Company announced that it has, along with its wholly-owned subsidiary, USEM, entered into an Option Agreement with respect to the McDermitt Lithium Project in Nevada with LIVE, a public British Columbia company listed on the CSE and its wholly-owned Nevada subsidiary, LVH, providing the Company with the option to acquire up to a 50% interest in the Project and a further option to acquire an additional 25% interest for an aggregate total of 75% interest in the Project.

The Transaction is at arms-length and closing is subject to acceptance of the Option Agreement by the CSE and satisfaction of other customary closing conditions.

### Project Overview

The Project spans 6,508 acres of BLM claims and is located within the McDermitt Caldera, an extinct 40x30 km super-volcano formed approximately 16.3 million years ago (Ma) as part of a hotspot currently underneath the Yellowstone Plateau. Following an initial eruption and concurrent collapse of the McDermitt Caldera, a large lake formed in the caldera basin. This lake water was extremely enriched in lithium and resulted in the accumulation of lithium-rich clays.

Late volcanic activity uplifted the caldera, draining the lake and bringing the lithium-rich moat sediments to the surface resulting in the near-surface lithium present on the Project.

LIVE completed a technical report in accordance with National Instrument 43-101 on the Project entitled "43-101 Technical Report on McDermitt Lithium East Property prepared by John Michael William Collins, P. Geo.," effective date December 16, 2022" (the "**Technical Report**"). The Technical Report can be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### Transaction Terms

Pursuant to the terms of the Option Agreement, LVH has granted USEM an exclusive irrevocable right to prospect, explore for and develop minerals within the Project, to earn and vest an undivided 50% interest in the Project and to form a joint venture for the management, operation and ownership of the Project (collectively the "**Earn-in Right**"). In consideration for the Earn-in Right, USEM has agreed to incur an initial CAD\$1,500,000 in exploration expenditures on or before the Second Year Deadline and an additional CAD\$3,000,000 in Exploration Expenditures on or before the sixth anniversary of the Option Agreement, for a total of CAD\$4,500,000.

In addition to the Exploration Expenditures, USEM has agreed to make the following payments in cash ("**Cash Payments**") and in common shares of USCM (the "**Shares**", collectively with the Exploration Expenditures and Cash Payments, the "**Earn-in Obligation**") to LVH:

- Reimbursement of BLM fees for the Property for the September 2023 to August 2024 period;
- CAD\$50,000 within 5 business days after the CSE's acceptance of the Option Agreement;
- if USEM elects to continue the Option Agreement in effect after the Second Year Deadline, CAD\$100,000 within 10 business days after the Second Year Deadline;
- Shares having a value of CAD\$100,000 on the CSE's acceptance of the Option Agreement; and
- if USEM elects to continue the Option Agreement in effect after the Second Year Deadline, Shares having a value of CAD\$200,000 within 10 business days after the Second Year Deadline.

Upon exercise of the option following the completion of the Earn-in Obligation by the Company, a joint venture will be formed between the parties to advance the Project, with each party having an initial interest of 50%.

USEM will have the option to increase its participating interest in the joint venture by an additional 25% to an aggregate participation right of 75% by: (i) incurring and paying additional exploration expenditures in the amount of CAD\$5,000,000 on or before the sixth anniversary of the effective date of the Operating

Agreement (the “**Additional Earn-in Deadline**”); and (ii) by issuing Shares having a value of CAD\$1,000,000 within 10 business days after the Additional Earn-in Deadline.

If at any time LVH’s participating interest in the joint venture is diluted to below 10%, LVH’s interest will be deemed to have been withdrawn and been converted into a 3.0% net smelter returns mineral production royalty. USEM will then have the option and right, exercisable at any time, to purchase one-third of the royalty for the purchase price of CAD\$5,000,000.

#### **QP Statement**

Robert J. Johansing, BSc (geology), MSc (economic geology), who is a qualified person as defined in National Instrument 43-101 – Standards of Disclosure for Mineral Projects (the “**QP**”), has reviewed and approved the scientific and technical information contained in this material change report. Robert J. Johansing is a consultant for the Company.

### **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 26, 2023

### **Disclaimer for Forward-Looking Information**

This material change report contains certain information that may be deemed “forward-looking information” with respect to USCM within the meaning of applicable securities laws. Such forward-looking information involves known and unknown risks, uncertainties and other factors that may cause USCM’s actual results, performance or achievements, or developments in the industry to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking information. Forward-looking information includes statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur. Forward-looking information contained in this material change report may include, without limitation, the expectation that the Company will close the option agreement and fulfil its obligations under the Option Agreement; exploration plans and expected exploration and drilling results at the Project, results of operations, and the expected financial performance of the Company.

Although USCM believes the forward-looking information contained in this material change report is reasonable based on information available on the date hereof, by its nature, forward-looking information involves assumptions and known and unknown risks, uncertainties and other factors which may cause our actual results, level of activity, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking

information.

Examples of such assumptions, risks and uncertainties include, without limitation, assumptions, risks and uncertainties associated with general economic conditions; the Covid-19 pandemic; adverse industry events; the receipt of required regulatory approvals and the timing of such approvals; that USCM maintains good relationships with the communities in which it operates or proposes to operate; future legislative and regulatory developments in the mining sector; USCM's ability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favorable terms; mining industry and markets in Canada and generally; the ability of USCM to implement its business strategies; competition; the risk that any of the assumptions prove not to be valid or reliable, which could result in delays, or cessation in planned work; risks associated with the interpretation of data, the geology, grade and continuity of mineral deposits; the possibility that results will not be consistent with USCM's expectations; as well as other assumptions, risks and uncertainties applicable to mineral exploration and development activities and to USCM, including as set forth in the USCM's public disclosure documents filed on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

The forward-looking information contained in this material change report represents the expectations of USCM as of the date of this material change report and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While USCM may elect to, it does not undertake to update this information at any particular time except as required in accordance with applicable laws.