

**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 8<sup>th</sup> day of May, 2024 at 10:00 a.m. (Toronto Time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended September 30, 2023 (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 all unallocated options thereunder, as required every three years by the Canadian Securities Exchange, as more particularly described in the accompanying management information circular (the “**Circular**”);
6. To consider and, if thought fit, to pass, with or without variation, an ordinary resolution of shareholders to approve certain amendments to the Company’s restricted share unit plan and increase the number of restricted share units available for award thereunder to 6,305,807 (10%) restricted share units, as more particularly described in the accompanying Circular; and
7. 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 21<sup>st</sup> day of March, 2024.

**BY ORDER OF THE BOARD**

*(signed) “Darren Collins”*

Darren Collins

President, Chief Executive Officer and Director