

RANDY JOHNSON PROVIDES UPDATE ABOUT HOLDINGS OF UCORE RARE METALS INC.

This press release is issued pursuant to Multilateral Instrument 62-104 – *Take-Over Bids and Issuer Bids* and National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*.

Ketchikan, Alaska, United States – December 21, 2022. This release is being made by Randy Johnson to report information concerning holdings of Mr. Johnson and Orca Holdings, LLC (collectively, the “**Acquiror**”) in Ucore Rare Metals Inc. (the “**Issuer**” or “**Ucore**”). Orca Holdings, LLC (“**Orca**”) is wholly owned by Mr. Johnson, serving as a holding company for Mr. Johnson’s securities holdings. Mr. Johnson has been a director of Ucore since October 6, 2020.

On December 19, 2022, Ucore announced that it has renegotiated the terms of certain debt agreements with Orca and that Orca had also subscribed for securities pursuant to a non-brokered private placement.

Line of Credit

On July 20, 2022, Ucore entered into an agreement with Orca for the provision of a short-term secured line of credit (the “**Line of Credit**”) from Orca to Ucore in the amount of USD\$2 million, which has subsequently been drawn down in full by the Company (the “**Line of Credit Agreement**”). According to the Line of Credit Agreement, any amounts owing on the Line of Credit were to be repaid by Ucore on January 20, 2023, unless the repayment date is accelerated due to the Company’s completion of an equity financing for net proceeds exceeding USD\$3 million whereby the repayment date would be five business days after the closing of such financing. Ucore has announced that it expects to complete a non-brokered equity private placement for net proceeds of in excess of CAD\$4.2 million on or about December 22, 2022 (the “**Offering**”). Although the closing of the Offering would have triggered the full repayment, the parties have instead executed an amendment to the Line of Credit Agreement, whereby a total of USD\$850,000 will be repaid by Ucore to Orca by December 30, 2022 (subject to the closing of the above-noted Offering), and the maturity date for the remaining USD\$1,150,000 will be extended to March 31, 2024 (the “**Line of Credit Amending Agreement**”). The parties also agreed to keep the annual interest rate on the Line of Credit at 9% even though market interest rates have risen since July 2022. A total of 1,150,000 warrants previously issued to Orca in connection with the Line of Credit Agreement are deemed to have expired concurrently with the execution of this Line of Credit Amending Agreement. In consideration for not requiring the full repayment of the Line of Credit, not increasing the interest rate and for extending the due date of the Line of Credit to March 31, 2024 on the USD\$1,150,000 that is expected to remain outstanding after the USD\$850,000 repayment is made following the closing of the Offering, a total of 1,150,000 warrants will be issued to Orca, with each warrant entitling Orca to acquire one common share of Ucore (a “**Common Share**”) at an exercise price of CAD\$0.75. These warrants will have a term ending on March 31, 2024. The issuance of these warrants is subject to the approval of the TSX Venture Exchange (“**TSXV**”). For the purpose of this press release, Orca has assumed that the TSXV’s approval will be obtained in due course and that the warrants will be issued thereafter.

Term Loan

Orca is also party to a secured term loan (the “**Term Loan**”) that was made to Ucore that currently has an amount owing of USD\$964,927.81 and a maturity date of November 30, 2023. The parties have executed an agreement to extend the maturity date of this Term Loan to November 30, 2024 (the “**Term Loan Amending Agreement**”). The parties also agreed to keep the annual interest rate on the Term Loan at 9% even though market interest rates have risen considerably during 2022. A total of 1 million warrants with an exercise price of CAD\$1.20 that were previously issued to Orca in connection with the Term Loan are deemed to have expired concurrently with the execution of the Term Loan Amending Agreement. In consideration for extending the maturity date for the Term Loan to November 30, 2024 and for not increasing the interest rate, a total of 1 million warrants will be issued to Orca, with each warrant entitling Orca to acquire one Common Share at an exercise price of CAD\$0.85. The warrants have a term ending on November 30, 2024. The issuance of these warrants is subject to the approval of the TSXV. For the purpose of this press release, Orca has assumed that the TSXV’s approval will be obtained in due course and that the warrants will be issued thereafter.

December 2022 Non-Brokered Private Placement

On December 6, 2022, Ucore announced its plans to complete a non-brokered private placement of approximately 3.1 million units (“**Units**”) for total proceeds of CAD\$2 million (the “**Offering**”). Each Unit consists of one Common Share and one Common Share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder to purchase one Common Share at a price of CAD\$0.85 for a 24-month term. Each Unit offered was priced at CAD\$0.65. On December 19, 2022, Ucore announced that it has received subscription agreements for in excess of CAD\$4.2 million and that the Company intends to increase the size of the Offering and accept these additional orders. Proceeds from the Offering are expected to be used towards, among other things, the partial repayment of the Line of Credit (as described above).

Orca has subscribed for a total of 1,785,000 Units in the Offering.

The closing of the Offering and the issuance of the Common Shares and Warrants will be conditional upon the final approval of the TSXV. For the purpose of this press release, Orca has assumed that the TSXV’s approval will be obtained in due course and that the Units will be issued thereafter.

The Acquiror’s Holdings of Ucore

Prior to the implementation of the transactions described above regarding the Offering, the Line of Credit Amending Agreement and the Term Loan Amending Agreement, the Acquiror directly or indirectly held beneficial ownership of, and control and direction over, a total of 5,092,406 Common Shares, 3,000,000 warrants, and 265,000 stock options of Ucore, representing approximately 10.37% of the issued and outstanding Common Shares (on a non-diluted basis) or approximately 15.96% upon the exercise of the warrants and the stock options (on a partially diluted basis).

Immediately following the expected upcoming completion of the transactions described above regarding the Offering, the Line of Credit Amending Agreement and the Term Loan Amending

Agreement, the Acquiror is expected to directly or indirectly hold beneficial ownership of, and control and direction over, a total of 6,877,406 Common Shares, 4,785,000 warrants, and 265,000 stock options of the Company, representing approximately 12.38% of the issued and outstanding Common Shares (on a non-diluted basis) or approximately 19.68% upon the exercise of the warrants and the stock options (on a partially diluted basis). The figures in this paragraph assume that exactly CAD\$4.2 million will be raised by the Company in the Offering. Exact percentage ownership figures will not be known until all of the subscriptions for the Offering are finalized and accepted in preparation for the closing. The Acquiror will file an updated press release and early warning report if, as a consequence of the actual closing figures, there is a change in a material fact contained herein.

Other Information

The securities referred to above were acquired for investment purposes and not for the purpose of exercising control or direction over the Issuer. The Acquiror may, from time to time, increase or decrease its shareholdings or continue to hold the Issuer's securities as the Acquiror may determine appropriate in the normal course of investment activities.

The Acquiror is an "accredited investor" within the meaning of Rule 501(a) of Regulation D under the United States *Securities Act of 1933*, as amended ("**1933 Act**") and acquired the securities referred to above pursuant to available exemptions from registration under the 1933 Act and applicable state securities laws. In regard to National Instrument 45-106 "Prospectus Exemptions", the securities were issued pursuant to the prospectus exemption found at section 2.24 of that instrument.

The Issuer is located in 210 Waterfront Drive, Suite 106, Bedford, Nova Scotia, Canada B4A 0H3, and the Acquiror is located in P.O. Box 8158, Ketchikan, Alaska, USA, 99901. A copy of the report filed under applicable Canadian securities laws by the Acquiror in connection with the transactions referred to in this press release may be obtained from the Acquiror via email (tomc@tylerrental.com) or telephone (907-228-5379), or on the SEDAR profile of the Issuer at www.sedar.com.