

Form 62-103F1
Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

This report updates information from a previous report dated May 10, 2023 that was filed by the Acquiror (as defined in Item 2.1 below) and which appears on the SEDAR profile of Ucore Rare Metals Inc. (the “**Issuer**”) on May 10, 2023.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to the common shares of the Issuer (“**Common Shares**”), which are the Issuer’s only issued and outstanding voting shares. The Common Shares are listed for trading on the TSX Venture Exchange (“**TSXV**”) under the symbol “UCU” and the Common Shares trade in the United States on the OTC Markets’ OTCQX® Best Market under the ticker symbol “UURAF”. The CUSIP number for the Common Shares is 90348V301.

On December 11, 2020, the Issuer completed a 1-for-10 share consolidation. The Common Shares and any convertible securities described in this early warning report are reported on a post-consolidation basis. As at the date of this early warning report, the Issuer reports having 60,556,425 Common Shares issued and outstanding (which includes the initial closing of its private placement on July 27, 2023).

The Issuer’s name is Ucore Rare Metals Inc. and the Issuer’s head office is located at 210 Waterfront Drive, Suite 106, Bedford, Nova Scotia, Canada, B4A 0H3.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

This report was triggered by: (i) the Acquiror exercising 850,000 warrants on July 20, 2023 to acquire 850,000 Common Shares; and (ii) the Acquiror acquiring 200,000 Common Shares and 100,000 warrants in the Issuer’s private placement that closed on July 27, 2023. These newly issued securities were acquired directly from the Issuer’s treasury in the primary market.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Randy Johnson (the “**Acquiror**” or “**Mr. Johnson**”)
c/o P.O. Box 8158
5216 Borch Street North
Ketchikan, Alaska, USA 99901

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 the Issuer since October 6, 2020.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On July 20, 2023, the Acquiror exercised 850,000 warrants and, as a result, acquired 850,000 Common Shares at a price of CAD\$0.75 per share.

On July 27, 2023, the Acquiror purchased 200,000 Common Shares and 100,000 warrants in the Issuer's private placement offering. These securities were sold by the Issuer in units of the Issuer ("Units"). Each Unit was sold at a price of CAD\$1.00 per Unit and each Unit was comprised of one Common Share and one-half of one Common Share purchase warrant. Each warrant entitles the holder to purchase one Common Share at an exercise price of CAD\$1.25 per Common Share for a period ending on July 27, 2026 (36 months following the closing date).

2.3 State the names of any joint actors.

Orca is a joint actor with Mr. Johnson, the Acquiror. Orca's head office is the same address as referred to in Item 2.1. Mr. Johnson of Ketchikan, AK, USA is the sole shareholder of Orca.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

This report was triggered by: (i) the Acquiror exercising 850,000 warrants on July 20, 2023 to acquire 850,000 Common Shares; and (ii) the Acquiror acquiring 200,000 Common Shares and 100,000 warrants in the Issuer's private placement that closed on July 27, 2023.

As at the date of this early warning report, the Issuer reports having 60,556,425 Common Shares issued and outstanding (which includes 4,409,500 Common Shares that were issued on July 27, 2023 pursuant to the closing of the Issuer's private placement).

Prior to the implementation of the transactions described above, the Acquiror directly or indirectly held beneficial ownership of, and control and direction over, a total of 6,877,406 Common Shares, 4,785,000 "normal" warrants, 265,000 stock options, and 1,000,000 "conditional" warrants, representing approximately 12.25% of the issued and outstanding Common Shares (on a basic, non-diluted basis) or approximately 19.99% upon the exercise of the warrants, the stock options and the applicable number of conditional warrants (on a partially diluted basis). The conditional warrants contain a condition precedent to their exercise such that no conditional warrant shall be exercisable if such exercise would cause the Acquiror's ownership of the Issuer, as calculated on a partially diluted basis, to exceed 19.99%.

Immediately following the completion of the transactions described above, the Acquiror directly or indirectly holds beneficial ownership of, and control and direction over, a total of 7,927,406 Common Shares, 2,935,000 "normal" warrants, 265,000 stock options, and 1,000,000 "conditional" warrants, representing approximately 13.09% of the issued and outstanding Common Shares (on a basic, non-diluted basis) or approximately 18.85% upon the exercise of the warrants and the stock options (on a partially diluted basis).

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

The Acquiror disposed of warrants (by exercising them) and acquired Common Shares and additional warrants pursuant to the transactions that triggered the requirement to file this report.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Please see Item 3.1 above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

Please see Item 3.1 above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Orca has been a secured creditor of the Issuer since March 30, 2019 when Orca first provided a term loan to the Issuer.

Orca has made three loans to the Issuer that are currently outstanding.

2023 Credit Facility

- On May 9, 2023, the Issuer entered into a Secured Credit Facility Agreement with Orca whereby Orca will loan up to USD\$1 million to the Issuer (the "**2023 Credit Facility**"). Drawdowns on the 2023 Credit Facility are available in multiples of USD\$100,000 and will carry interest at a rate of 10% per annum. All amounts owing under the 2023 Credit Facility will be repayable by December 31, 2023. An administrative loan origination fee equal to 1.5% of the available 2023 Credit Facility will be paid at maturity.

Line of Credit

- On July 20, 2022, the Issuer entered into an agreement with Orca for the provision of a short-term secured line of credit (the “**Line of Credit**”) from Orca to the Issuer. As at the date of this early warning report, the principal amount that is outstanding is USD\$1,150,000. Interest on the Line of Credit accrues at 9% and the principal and accrued interest are due to be repaid on March 31, 2024.

Term Loan

- Orca is also party to a secured term loan (the “**Term Loan**”) that was made to the Issuer. The Term Loan currently has an amount owing of approximately USD\$964,927.81. Interest on the Term Loan accrues at 9% and the loan has a maturity date of November 30, 2024.

These three secured loans have no impact on the Acquiror’s holding of voting securities of the Issuer. None of these loans are convertible into voting shares of the Issuer.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror’s economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

See Item 2.2 above.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See Items 1.2 and 2.2 above. The Acquiror paid cash for the securities.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

See Items 1.2 and 2.2 above.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.

The securities referred to above are held by the Acquiror for investment purposes.

Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

The Acquiror and/or one or more joint actors may, depending on market and other conditions, increase or decrease the Acquiror's beneficial ownership of Common Shares or other securities of the Issuer whether in the open market, by privately negotiated agreement or otherwise.

Except as described herein, while the Acquiror has no current plans or intentions that relate to or would result in the items listed in (a) through (k) above, depending on various factors including, without limitation, the Issuer's financial position, the price levels of the Common Shares, conditions in the securities markets and general economic and industry conditions, the

Issuer's business or financial condition and other factors and conditions the Acquiror deems appropriate, the Acquiror and/or one or more joint actors may develop such plans in future.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable (other than as described in Section 3.1).

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

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Certificate

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: July 27, 2023

ORCA HOLDINGS, LLC

"Randy Johnson" (signed)

Name/Title: Randy Johnson, Director

"Randy Johnson" (signed)

Name of acquiror: Randy Johnson