

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1. Name and Address of Company

Ucore Rare Metals Inc. (the “**Company**” or “**Ucore**”)
210 Waterfront Drive – Suite 106
Bedford, NS, Canada
B4A 0H3

Item 2. Date of Material Change

November 14, 2024 (the “**Closing Date**”)

Item 3. News Release

A news release with respect to the material change referred to in this report was issued through newswire services on November 14, 2024, and filed under Ucore’s profile on SEDAR+ (www.SEDARPLUS.ca).

Item 4. Summary of Material Change

Ucore announced the closing of a non-brokered private placement (the “**Private Placement**”) of 4,803,329 units (the “**Units**”) at a price of \$0.50 per Unit for gross proceeds of \$2,401,665. Each Unit consisted of one common share in the capital of the Company (a “**Common Share**”) and one-half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Common Share (a “**Warrant Share**”) at a price of \$0.75 for a 24-month term following the Closing Date.

Proceeds from the Private Placement are expected to be used towards: the finalization of upstream mixed-rare-earth feedstock agreements and also downstream customer offtake agreements for the Company’s planned Strategic Metals Complex (Louisiana, USA) (the “**SMC**”); progressing engineering drawings and plans (currently ongoing) for the Company’s planned SMC; debt servicing; and general corporate working capital purposes.

Item 5.1 Full Description of Material Change

On November 14, 2024, Ucore closed its previously announced Private Placement, which consisted of the sale of a total of 4,803,329 Units at a subscription price of \$0.50 per Unit for aggregate gross proceeds to the Company of \$2,401,665. Each Unit offered pursuant to the Private Placement consisted of one Common Share in the capital of the Company and one-half of a Warrant, with each Warrant entitling the holder to purchase one Common Share at a price of \$0.75 for a 24-month term following the Closing Date. There were 14 subscribers in total.

Proceeds from the Private Placement are expected to be used towards: the finalization of upstream mixed-rare-earth feedstock agreements and also downstream customer offtake agreements for the Company’s planned SMC; progressing engineering drawings and plans (currently ongoing) for the

Company's planned SMC; debt servicing; and general corporate working capital purposes.

In connection with the Private Placement, an arms-length finder, John Wilson (the "**Finder**"), will receive 21,000 Common Shares (the "**Finder's Shares**") from the Company rather than cash. The Finder's Shares are valued at \$10,500. Pursuant to National Instrument 45-102 – *Resale of Securities*, the Common Shares and Warrants comprising the Units, including the Insider Units (as defined below) and any underlying Common Shares to be issued upon exercise of the Warrants will be subject to a four-month and one-day hold period commencing on the Closing Date. Additional hold periods and/or trading or resale restrictions may also apply in the United States.

Pursuant to the Private Placement, certain insiders of the Company – being Pat Ryan ("**Mr. Ryan**"), the Company's Chairman and CEO, and Orca Holdings, LLC ("**Orca**"), which is wholly owned by Randy Johnson, a director of the Company ("**Mr. Johnson**") – collectively subscribed for 2,856,330 Units (the "**Insider Units**") for aggregate gross proceeds of \$1,428,165. As such, the Private Placement is considered to be a related party transaction within the meaning of Multilateral Instrument 61-01 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Private Placement is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 since neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Private Placement, insofar as it involved interested parties, exceeded 25% of the Company's market capitalization. No new insiders and no control persons were created in connection with the closing of the Private Placement.

Prior to the closing of the Private Placement, Ucore had 61,859,425 Common Shares that were issued and outstanding. Mr. Johnson, directly or indirectly (through Orca), held beneficial ownership of, and control and direction over, a total of 7,927,406 Common Shares, 10,785,000 Warrants, and 380,000 stock options of Ucore, representing approximately 12.82% of the issued and outstanding Common Shares (on a non-diluted basis) or approximately 26.15% upon the exercise of the warrants and the stock options (on a partially diluted basis). Immediately following the closing of the Private Placement, Ucore had 66,662,754 Common Shares that were issued and outstanding. Following the closing of the Private Placement, Mr. Johnson, directly or indirectly (through Orca), holds beneficial ownership of, and control and direction over, a total of 10,663,736 Common Shares, 12,153,165 Warrants, and 380,000 stock options of the Company, representing approximately 16.00% of the issued and outstanding Common Shares (on a non-diluted basis) or approximately 29.29% upon the exercise of the Warrants and the stock options (on a partially diluted basis). Notwithstanding the foregoing, all of the Warrants acquired by Mr. Johnson in connection with the Private Placement contain a condition precedent to their exercise (the "**Condition Precedent**") such that no Warrants shall be exercisable if such exercise would cause Mr. Johnson's ownership of the Company, as calculated on a partially diluted basis, to exceed 19.99% of the aggregate issued and outstanding Common Shares, unless the Company obtains prior shareholder approval in accordance with the applicable requirements of the TSX Venture Exchange (the "**Exchange**"). As a result of the Condition Precedent, Mr. Johnson holds beneficial ownership of, and control and direction over, instruments

representing not more than 19.99% of the issued and outstanding Common Shares (on a partially diluted basis).

Prior to the closing of the Private Placement, Mr. Ryan, directly or indirectly, held beneficial ownership of, and control and direction over, a total of 12,290 Common Shares, 500 Warrants, and 630,000 stock options of Ucore, representing approximately 0.02% of the issued and outstanding Common Shares (on a non-diluted basis) or approximately 1.04% upon the exercise of the warrants and the stock options (on a partially diluted basis). Immediately following the closing of the Private Placement, Ucore had 66,662,754 Common Shares that were issued and outstanding. Following the closing of the Private Placement, Mr. Ryan, directly or indirectly, holds beneficial ownership of, and control and direction over, a total of 132,290 Common Shares, 60,500 Warrants, and 630,000 stock options of the Company, representing approximately 0.20% of the issued and outstanding Common Shares (on a non-diluted basis) or approximately 1.23% upon the exercise of the Warrants and the stock options (on a partially diluted basis).

The Private Placement, which remains subject to the final approval of the Exchange, was reviewed and unanimously approved by the Company's Board of Directors. No special committee was created to review and approve the Private Placement; rather, Mr. Ryan and Mr. Johnson declared their conflict and abstained from the Board's deliberations. The news releases relating to the Private Placement, as well as this material change report, were issued and filed on SEDAR+ less than 21 days before the expected closing of the Private Placement since the decision to pursue the Private Placement on the terms described above occurred less than 21 days before the expected date of the closing. The issuance of securities pursuant to the Private Placement was completed on a private placement and prospectus-exempt basis, as applicable, such that the distributions were exempt from any applicable prospectus and securities registration requirements.

For further information about the Company, please visit www.ucore.com and also review the Company's disclosure available on www.SEDARPLUS.ca.

Item 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

Peter Manuel
Vice President, Chief Financial Officer & Corporate Secretary
Telephone: (902) 482-5214
Fax: (902) 492-0197

Item 9. Date of Report

November 25, 2024.