



Bonus issue of Options General Meeting to approve December 2025 Placement Options

US1 Critical Minerals Limited (**ASX:USC OTCQB:GLARF**) (**USC** or the **Company**) is pleased to advise that it has today lodged with the Australian Securities and Investments Commission (ASIC) a Prospectus for the issue of bonus Options (Bonus Offer) to shareholders.

Bonus Options

The Bonus Offer is being made as a bonus issue of one (1) New Option for every five (5) Shares held by Eligible Shareholders with a registered address in Australia, New Zealand, China, Israel, Tanzania and the United States¹ at the Record Date, to be issued for nil consideration. Fractional Entitlements will be round up to the nearest whole number.

The Bonus Offer is non-renounceable, which means that Eligible Shareholders may not transfer their rights to any New Options under the Bonus Offer.

Based on the current capital structure of the Company (and assuming no additional Shares are issued prior to the Record Date), a maximum of 192,770,477 New Options will be issued pursuant to the Bonus Offer (subject to the rounding of individual Entitlements). No funds will be raised as a result of the Bonus Offer. As this is a bonus issue of Options, Eligible Shareholders are not required to apply for New Options.

Application for Official Quotation of the New Options will be made within 7 days after the date of the Prospectus. If ASX does not grant Official Quotation of the New Options before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any New Options. The fact that ASX may grant Official Quotation to the bonus Options is not to be taken in any way as an indication of the merits of the Company or the Securities offered for subscription.

The bonus Options will be issued in accordance with the ASX Listing Rules and the timetable set out below. Holding statements for the bonus Options will be mailed as soon as practicable after the issue.

December 2025 Placement Options

As announced on 19 December 2025, the Company has undertaken a placement to institutional and sophisticated investors (**Placement Participants**) to raise \$1,500,000 via the issue of 150,000,000 Shares at an issue price of \$0.01 per Share (**Placement**). Shares under the Placement were issued on 24 December 2025 as follows:

- (a) 70,000,000 Shares issues pursuant to the Company's available placement capacity under Listing Rule 7.1; and

¹ The New Options have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Options may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. The New Options may be offered and sold in the United States only to existing shareholders of the Company who are institutional accredited investors within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act.

- (b) 80,000,000 Shares issues pursuant to the Company's available placement capacity under Listing Rule 7.1A.

Pursuant to the terms of the Placement, participants will receive one (1) free attaching Option for every one (1) Share subscribed for and issued under the Placement (Entitlement), exercisable at \$0.015 on or before 31 March 2029 (**New Option**).

New Options to be issued pursuant to the Placement are subject to Shareholder approval at a meeting to be held on 9 March 2026 and will form a secondary offer under the Prospectus. No funds will be raised as a result of the December Placement Options Offer.

The Company agreed to issue 50 million fee options to consultants for services rendered in relation to the December 2025 Placement. New Options to be issued to the consultants or its nominees are subject to Shareholder approval at a meeting to be held on 9 March 2026 and will form a secondary offer under the Prospectus. No funds will be raised as a result of the December Placement Fee Options Offer.

The notice of extraordinary general meeting and proxy will be mailed to shareholders in the near future.

Key Option Terms

Exercise Price of New Options	\$0.015
Expiry Date of New Options	31 March 2029
Quotation terms	Quoted (subject to ASX confirmation)

Indicative Timetable

ACTION	DATE*
Announcement of Bonus Offer and Release of Appendix 3B	Thursday, 5 February 2026
Lodgement of Prospectus with ASIC and ASX	Thursday, 5 February 2026
Ex Date for Bonus Offer	Friday, 13 February 2026
Record Date for Bonus Offer	Monday, 16 February 2026
Placement Offer and Fee Option Offer Opens	Monday, 16 February 2026
New Options issued under Bonus Offer and Lodgement of Appendix 2A with ASX applying for quotation of the New Options	Friday, 20 February 2026
Closing Date of the Placement Offer and Fee Option Offer	5:00 pm (AEDT) on Friday, 20 February 2026
General Meeting	Monday, 9 March 2026
Issue date of New Options under the Placement Offer and Fee Option Offer	Tuesday, 10 March 2026

*The Directors may extend the Closing Date of the Secondary Offers by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Securities are expected to commence trading on ASX may vary.

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Authorisation

This announcement has been authorised for release by the board of US1 Critical Minerals Ltd.

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Investor and Media Enquiries: US1 Critical Minerals Ltd: Matthew Boysen, Non-executive Chairman matthew@us1cm.com

About US1 Critical Minerals Ltd

US1 Critical Minerals Ltd (ASX: USC) is an Australian-listed exploration company advancing a portfolio of critical minerals opportunities with a strategic focus on the United States. In addition to its U.S. rare earths strategy, the Company maintains a substantial uranium and critical minerals project base in Tanzania, including the Mkuju Project (incorporating the Likuyu North deposit, Likuyu South target and the Mtonya-SWC corridor) and additional exploration assets such as the Eland and Foxy projects. USC's strategy is to develop a high-quality portfolio positioned to support U.S. supply-chain security and long-term development pathways through disciplined technical work, strategic partnerships, and access to international capital markets.

For more information, please visit: <https://us1cm.com>

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