

US1 Critical Minerals secures \$1.5 million strategic investment led by Snow Lake Energy; Avi Geller Appointed Non-Executive Director

US1 Critical Minerals Limited (**ASX:USC OTCQB:GLARF**) (**USC** or the **Company**) announces it has secured a \$1.5 million strategic equity investment from Nasdaq-listed Snow Lake Energy (**Snow Lake**) and other high net worth investors.

The investment strengthens USC's shareholder register with experienced U.S. capital markets participants and supports the Company's strategy to advance U.S.-focused critical minerals opportunities.

Board Strengthened by Avi Geller's Appointment

In conjunction with the placement, Avi Geller has been appointed as a non-executive director, adding experience across U.S. capital markets, litigation strategy, and public company governance.

Mr. Geller brings extensive U.S. capital markets, U.S. government relations, corporate governance, and litigation experience to the USC Board.

Mr. Geller is the Founder and Chief Investment Officer of Leonite Capital, a New Jersey based family office active across real estate and capital markets.

Mr. Geller also serves as a Non-Executive Director of Nova Minerals Limited (ASX: NVA).

In addition to non-executive director fees, Mr Geller will be entitled, subject to shareholder approval, to Performance Options as set out below.

Placement

The Company has raised \$1.5 million through the issue of 150,000,000 fully paid ordinary shares at an issue price of \$0.01 per share. The offering was made to both institutional investors pursuant to section 708(11) of the Corporations Act 2001 (Act), and sophisticated investors pursuant to section 708(8) of the Act.

Snow Lake has subscribed for \$1 million of the placement. Following the placing it is expected that Snow Lake will become a substantial shareholder of the Company holding ~10.38% of the Company's issued capital.

For each share subscribed, the placees will be issued with one free-attaching option, exercisable at \$0.015 with a three-year expiry, subject to shareholder approval to be sought at a General Meeting to be called in early 2026.

Settlement is expected to occur on or before 24 December 2025.

The shares will be issued under the Company's available placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A, with the options to be ratified by shareholders.

The issue price of \$0.01 per share represents a:

- 9.09% discount to the last closing price of \$0.011 per share: and
- 10.93% discount to the fifteen-day volume weighted average market price of \$0.011227 (source IRESS).

Use of Funds

Proceeds of the placement are anticipated to be applied to :

- Accelerate the advancement of the Company's U.S. projects
- Progress exploration of the Company's Tanzanian projects
- Support corporate and legal initiatives
- Meet the costs of the placement and be applied to general working capital requirements

Director Performance Options

The Company has agreed to issue Performance Options to Mr Avi Geller as set out below in consideration for his services as a director. The Performance Options will be on the same terms as the placement options and similarly the issue will be subject to shareholder approval at the General Meeting.

- 20 million Performance Options which shall vest upon the Company's share price on ASX reaching \$0.025 for five consecutive trading days; and
- 10 million Performance Options which shall vest upon the Company's share price on ASX reaching \$0.05; and
- 10 million Performance Options which shall vest upon the Company's share price on ASX reaching \$0.10; and
- 10 million Performance Options which shall vest upon the Company's share price on ASX reaching \$0.15; and
- 10 million Performance Options which shall vest upon the Company's share price on ASX reaching \$0.20.

Fee Options

The Company has agreed to issue 50 million fee options to several consultants for services rendered in relation to the placement. The options will be on the same terms as the placement options and similarly the issue will be subject to shareholder approval at the General Meeting.

Strategic Investor Profile: Snow Lake Energy

Snow Lake Energy is a Nasdaq-listed energy and resources company with an established U.S. capital markets platform and access to institutional capital to support strategic investments.

Snow Lake's participation reflects its independent assessment of USC's strategy and positioning, and further strengthens USC's connectivity to U.S. public markets.

Comments

Avi Geller, CIO of Leonite Capital and Incoming Non-Executive Director of USC, said:

"I am excited to join USC and work with a strong team pursuing a compelling opportunity in the critical metals sector, where I have deep experience. I look forward to supporting the board and management as the Company executes its U.S. strategy and advances its growth objectives."

Nachum Labkowski, Chairman of Snow Lake Energy, said:

"Snow Lake Energy is pleased to become a shareholder of USC. We view this investment as a strategic opportunity and a reflection of our confidence in USC's direction and U.S.-focused strategy."

Matthew Boysen, Chairman of USC, said:

"The participation of Snow Lake Energy strengthens USC's institutional profile and U.S. capital markets connectivity. Avi Geller's appointment further enhances the Board as we execute our U.S. strategy."

Authorisation

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

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>