Ucore Grants Incentive Stock Options and Provides Corporate Updates

written by Raj Shah | September 2, 2024

September 02, 2024 (Source) – **Ucore Rare Metals Inc. (TSXV: UCU) (OTCQX: UURAF) ("Ucore"** or the **"Company")** advises that an aggregate of 965,000 options have been granted to directors, officers, employees and consultants of the Company, subject to the approval of the TSX Venture Exchange. The options are exercisable into common shares at a price of $0.70 per share and the options expire five years from September 2, 2024, the date of grant. One third of the options will vest after six months, with one third vesting every six months thereafter until fully vested.

The Company further reports that an aggregate of 960,000 restricted share units have been granted to officers and employees of the Company. The restricted share units will vest over a three-year period, with the first third vesting 12 months from the date of grant.

In addition, further to its press release of April 26, 2024, the Company reports that it has completed its previously announced amendments to the terms of a total of 1,145 convertible debentures (representing an aggregate face value of $1,145,000) with a previous maturity of May 31, 2024 (the "2020 Convertible Debentures").

The 2020 Convertible Debentures were originally sold and issued by the Company in May 2020. These unsecured 2020 Convertible Debentures bear interest at a rate of 7.5% payable semi-annually. At any time during the term of the 2020 Convertible

Debentures, a holder may have elected to convert the outstanding net principal amount, or any portion thereof, into units at a conversion price of $1.20 per unit. Each unit shall have consisted of one common share of the Company (a “Common Share”) and one-half of a warrant with each whole warrant entitling the holder to acquire a Common Share at an exercise price of $1.80 for a period ending on the maturity date.

The Company has extended the term of the 2020 Convertible Debentures so that the new maturity date of these 1,145 convertible debentures is January 31, 2026. Further, the Company has incorporated the following amended conversion features. At any time during the term of the 2020 Convertible Debentures, a holder may elect to convert the outstanding net principal amount, or any portion thereof, into units at a conversion price of $0.90 per unit instead of the previous conversion price of $1.20 per unit. Each unit still consists of one Common Share and one-half of a Common Share purchase warrant, but the exercise price of each whole warrant has been amended to be $1.30 per Common Share. The term of these underlying warrants has also been amended to reflect the new maturity date of the 2020 Convertible Debentures, resulting in these warrants being exercisable until January 31, 2026. In consideration for the extension and amendments, the Company has paid a restructuring fee equal to six months of interest. The other terms of the 2020 Convertible Debentures remain unchanged.

Certain of the 2020 Convertible Debentures are owned by related parties of the Company. Specifically, Pat Ryan (Ucore’s Chairman and CEO) holds 10 of the 2020 Convertible Debentures (representing a principal amount of $10,000) and Peter Manuel (Ucore’s CFO) holds 25 of the 2020 Convertible Debentures (representing a principal amount of $25,000). The above-described transactions with Mr. Ryan and Mr. Manuel are considered to be related party transactions within the meaning

of Multilateral Instrument 61-01 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The transactions are 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 transaction, insofar as it involves interested parties, exceeds 25% of the Company's market capitalization.

The aforementioned amendments to the 2020 Convertible Debentures remain subject to the final acceptance of the TSX Venture Exchange.

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About Ucore Rare Metals Inc.

Ucore is focused on rare- and critical-metal resources, extraction, beneficiation, and separation technologies with the potential for production, growth, and scalability. Ucore has an effective 100% ownership stake in the Bokan-Dotson Ridge Rare Earth Element Project in Southeast Alaska, USA. Ucore's vision and plan is to become a leading advanced technology company, providing best-in-class metal separation products and services to the mining and mineral extraction industry.

Through strategic partnerships, this plan includes disrupting the People's Republic of China's control of the North American REE supply chain through the near-term development of a heavy and light rare-earth processing facility in Alexandria, Louisiana, subsequent SMCs in Alaska and Canada and the longer-term development of Ucore's heavy-rare-earth-element mineral-resource property at Bokan Mountain on Prince of Wales Island, Alaska. Ucore is listed on the TSXV under the trading symbol "UCU" and in the United States on the OTC Markets' OTCQX® Best Market under the ticker symbol "UURAF."

For further information, please visit www.ucore.com/corporateupdate.

Forward-Looking Statements

This press release includes certain statements that may be deemed "forward-looking statements." All statements in this release (other than statements of historical facts) that address future business development, technological development and/or acquisition activities (including any related required financings), timelines, events, or developments that the Company is pursuing are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance or results, and actual results or developments may differ materially from those in forward-looking statements.

Regarding the disclosure in the press release above, including in the "About Ucore Rare Metals Inc." section, the Company has assumed that it will be able to procure or retain additional partners and/or suppliers, in addition to Innovation Metals Corp. ("IMC"), as suppliers for Ucore's expected future Strategic Metals Complexes ("SMCs"). Ucore has also assumed that sufficient external funding will be found to complete the Demo Plant commissioning and demonstration schedule and also later prepare a new National Instrument 43-101 ("NI 43-101") technical report that demonstrates that the Bokan Mountain Rare Earth Element project ("Bokan") is feasible and economically viable for the production of both REE and co-product metals and the then prevailing market prices based upon assumed customer offtake agreements. Ucore has also assumed that sufficient external funding will be secured to continue the development of the specific engineering plans for the SMCs and their construction. Factors that could cause actual results to differ

materially from those in forward-looking statements include, without limitation: IMC failing to protect its intellectual property rights in RapidSX™; RapidSX™ failing to demonstrate commercial viability in large commercial-scale applications; Ucore not being able to procure additional key partners or suppliers for the SMCs; Ucore not being able to raise sufficient funds to fund the specific design and construction of the SMCs and/or the continued development of RapidSX™; adverse capital-market conditions; unexpected due-diligence findings; the emergence of alternative superior metallurgy and metal-separation technologies; the inability of Ucore and/or IMC to retain its key staff members; a change in the legislation in Louisiana or Alaska and/or in the support expressed by the Alaska Industrial Development and Export Authority ("AIDEA") regarding the development of Bokan; the availability and procurement of any required interim and/or long-term financing that may be required; and general economic, market or business conditions.

Neither the TSXV nor its Regulation Services Provider (as that term is defined by the TSXV) accept responsibility for the adequacy or accuracy of this release.

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