CSE:KCLI
OTCQB:APCOF
Frankfurt:2P3
acmineralscorp.com

1100-1199 West Hastings St.
Vancouver, BC Canada V6E 3T5
T 604 551 9665
E sclarke@acmineralscorp.com

American Critical Minerals Announces Closing of Bought Deal Offering (including Full Exercise of the Underwriter's Option) and Non-Brokered Offering for Aggregate Gross Proceeds of Approximately $7,451,000

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

VANCOUVER, British Columbia – November 3, 2025 – **American Critical Minerals Corp.** ("**American Critical Minerals**" or the "**Company**") (CSE:KCLI) (OTCQB:APCOF) (FRANKFURT:2P30) is pleased to announce that it has closed its previously announced "bought deal" offering, pursuant to which the Company issued 15,574,450 units of the Company (the "**Units**") at a price of $0.35 per Unit (the "**Offering Price**") for aggregate gross proceeds to the Company of approximately $5,451,000, including the exercise in full of the Underwriter's option (the "**Brokered Offering**").

Research Capital Corporation (the "**Underwriter**") acted as the sole underwriter and sole bookrunner under the Brokered Offering.

The Company is also pleased to announce that it has closed its previously announced concurrent non-brokered private placement, pursuant to which the Company issued 5,714,286 Units at the Offering Price for aggregate gross proceeds to the Company of $2,000,000.10 (the "**Non-Brokered Offering**" and together with the Brokered Offering, the "**Offering**"). Together, the Company raised aggregate gross proceeds of approximately $7,451,000 under the Offering.

Simon Clarke, President and CEO stated, "we are very pleased with the level of support that we received for this financing. The Company is now funded to commence confirmation and resource drilling at its Green River Project which is a major milestone for the Company. The location of the project, close to existing potash production and contiguous with advanced lithium development, combined with historic data from numerous oil and gas wells, provides us with a high level of confidence as to the potential of the project. We are now in position to implement the steps needed to confirm that data with the goal of converting our exploration targets to maiden resources for potash, lithium and bromine and to take the project to the next level."

Each Unit is comprised of one common share of the Company (a "**Common Share**") and one-half of one Common Share purchase warrant of the Company (each whole warrant, a "**Warrant**"). Each Warrant shall entitle the holder thereof to purchase one Common Share at an exercise price of $0.45 per Common Share for a period of 36 months following closing of the Offering, provided that holders will not be permitted to exercise Warrants until 60 days following closing of the Offering.

The net proceeds from the Offering of the Units will be used to launch an initial drill program targeting potash, lithium and bromine at the Company's Green River Project, focused on confirming and updating historic drill data, and for working capital and general corporate purposes.

The Units issued under the Offering were offered for sale pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions*, as amended by CSA Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (collectively, the "**Listed Issuer Financing Exemption**"), in all

provinces of Canada, except Quebec, and other qualifying jurisdictions, including the United States. The Units offered under the Listed Issuer Financing Exemption will be immediately “free-trading” under applicable Canadian securities laws.

The Company entered into an underwriting agreement dated November 3, 2025, with the Underwriter, pursuant to which the Company paid the Underwriter a cash commission of 7.0% of the aggregate gross proceeds of the Brokered Offering and such number of non-transferable broker warrants (the “**Broker Warrants**”) as is equal to 7.0% of the number of Units sold under the Brokered Offering. Each Broker Warrant entitles the holder to purchase one Unit at an exercise price equal to the Offering Price for a period of 36 months following the Closing.

In connection with the Non-Brokered Offering, the Company paid an aggregate cash finder’s fee of $137,882.50 and issued 393,950 Broker Warrants to such finders. The Broker Warrants are subject to a statutory hold period of four months and a day from the closing of the Offering.

Dean Besserer, COO and Director (the "**Insider**"), participated in the Non-Brokered Offering purchasing 50,000 Units at the Offering Price for gross proceeds of $17,500.00. Participation by the Insider in the Non-Brokered Offering was considered a "related party transaction" pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") as the Insider is a director and senior officer of the Company. Pursuant to sections 5.5(a) and 5.7(1)(a) of MI 61-101, the Company is exempt from obtaining a formal valuation and minority approval of the Company’s shareholders in respect of the Insider participation due the fair market value of the Insider participation being below 25% of the Company’s market capitalization for the purposes of MI 61-101. The Company will file a material change report in respect of closing of the Offering. However, the material change report will be filed less than 21 days prior to the closing of the Offering, which is consistent with market practice and the Company deems reasonable in the circumstances.

This press release is not an offer to sell or the solicitation of an offer to buy the securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to qualification or registration under the securities laws of such jurisdiction. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from U.S. registration requirements and applicable U.S. state securities laws.

About American Critical Minerals’ Green River Potash and Lithium Project

The Green River Potash and Lithium Project is situated within Utah’s highly productive Paradox Basin, located 20 miles northwest of Moab, Utah. It has significant logistical advantages including close proximity to major rail hubs, airport, roads, water, towns and labour markets. It also benefits from close proximity to the agricultural and industrial heartland of America and numerous potential end-users for its products.

The history of oil and gas production across the Paradox Basin provides geologic data from historic wells across the Project, and the wider Basin, validating and de-risking the potential for high grade potash and large amounts of contained lithium. Wells in and around the project reported lithium up to 500 ppm, bromine up to 6,100 ppm and boron up to 1,260 ppm (Gilbride & Santos, 2012). This data is reinforced by nearby potash production and the advanced stage of neighbouring lithium projects. The Paradox Basin is believed to contain up to 56 billion tonnes of lithium brines, potentially the largest such resource in US

(Source:AnsonFastmarketsPresentation– https://wcsecure.weblink.com.au/pdf/ASN/02823465.pdf).

The Company's National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") Potash Exploration Target consists of 500 million to 950 million tonnes of sylvinite (the most important source for the production of potash in North America) grading from 12% to 18% potassium oxide based on elog (eK2O=19% to 29% potassium chloride based on elog (eKCl)). Its Exploration Targets for Lithium and Bromine are 2.1 billion cubic meters (brine volume) grading from 71.6 to 216.3 parts per million lithium; and 2.1 billion cubic meters (brine volume) grading from 3,656 to 4,741 parts per million bromine.**

The Company holds a 100% interest in eleven State of Utah ("**SITLA**") mineral and minerals salt leases covering approximately 7,050 acres, 1,094 federal lithium brine claims (BLM Placer Claims) covering 21,150 acres, and 11 federal (BLM) potash prospecting permits covering approximately 25,480 acres. Through these leases, permits and claims the Company has the ability to explore for potash, lithium and potential by-products across the entire Green River Project (approx. 32,530 acres). The Company is authorized to drill a total of 7 drill holes across the Project (pending bonding the recently approved 4 drill holes).

Intrepid Potash, Inc. is America's largest potash company and only U.S. domestic potash producer and currently produces potash from its nearby Moab Solution Mine, which the Company believes provides strong evidence of stratigraphic continuity within this part of the Paradox Basin (www.intrepidpotash.com). Anson Resources Ltd. has advanced lithium development projects contiguous to the northern boundary of our Green River Project and neighbouring to the south. Anson has a large initial resource, robust definitive feasibility study and has recently completed successful piloting operations through its partnership with Koch Technology Solutions, as well as an offtake agreement with LG Energy Solution. The Anson exploration targets encompass the combined Mississippian Leadville Formation and the Pennsylvanian Paradox Formation brine-bearing clastic layers, which also underlie American Critical Minerals' entire project area (www.ansonresources.com)*.

In 2022, the U.S. imported approx. 96.5% of its annual potash requirements with domestic producers receiving a higher sales price due to proximity to market (intrepidpotash.com/ August 15, 2024, Investor Presentation). In March 2024, the US Senate introduced a bill to include key fertilizers and potash on the US Department of Interior list of Critical Minerals which already includes lithium, and this process is well advanced with potash being added to the USGS Draft Critical Minerals List. In August 2025. Recent market estimates suggest that the global potash market is over US$50 billion annually and growing at a compound annual growth rate ("CAGR") of close to 5%. Annual lithium demand is now estimated to be over 1 million tonnes globally and continuing to grow rapidly***.

****Exploration Targets are conceptual in nature and there has been insufficient exploration to define them as Mineral Resources, and, while reasonable potential may exist, it is uncertain whether further exploration will result in the determination of a Mineral Resource under NI 43-101.

Qualified Person

The technical content of this news release has been reviewed and approved by Dean Besserer, P.Geo., the Chief Operations Officer of the Company and a qualified person for the purposes of NI 43-101.

On behalf of the Board of Directors

Simon Clarke, President & CEO

Contact: (604)-551-9665

*****American Critical Minerals' management cautions that results or discoveries on properties in proximity to the American Critical Minerals' properties may not necessarily be indicative of the presence of mineralization on the Company's properties.*

***A report titled "NI 43-101 Technical Report – Green River Potash and Lithium Project, Grand County, Utah, USA", prepared by Agapito Associates Inc., and dated October 27, 2025, quantifies the Green River Potash Project's potash, lithium and bromine exploration potential in the form of NI 43-101 Exploration Targets. The Exploration Target estimate was prepared in accordance with NI 43-101. It should be noted that Exploration Targets are conceptual in nature and there has been insufficient exploration to define them as Mineral Resources, and, while reasonable potential may exist, it is uncertain whether further exploration will result in the determination of a Mineral Resource under NI 43-101. Details of the basis on which the Exploration Targets have been determined is included in the Report. The Exploration Target stated in the Report is not being reported as part of any Mineral Resource or Mineral Reserve. A copy of the report can be accessed on both SEDAR+ (www.sedarplus.ca) and the corporate website for the Company: www.acmineralscorp.com.*

****United States Geological Survey, Mineral Commodity Summaries, January 2024 (https://pubs.usgs.gov/periodicals/mcs2024/mcs2024-potash.pdf).*

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This news release contains forward-looking information or forward-looking statements within the meaning of applicable securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussion with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often, but not always using phrases such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to: use of proceeds; statements about exploration targets; goals of the Company; magnitude or quality of mineral deposits; anticipated advancement of mineral properties or programs; and future exploration prospects.

Although the Company believes that such statements are reasonable, it can give no assurances that such expectations will prove to be correct. All such forward-looking statements are based on certain assumptions and analyses made by the Company in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. Forward-looking statements also involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Important factors that could cause actual results to differ from this forward-looking

information include those described under the heading "Risks and Uncertainties" in the Company's most recently filed MD&A.

Forward-looking information contained herein are made as of the date of this news release and the Company does not intend, and expressly disclaims any obligation to, update or revise the forward-looking information contained in this news release, except as required by law. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.