Ucore Closes First Tranche of Convertible Debenture Financing

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Halifax, May 22, 2020 - Ucore Rare Metals Inc. (TSXV: UCU) (OTCQX: UURAF) ("Ucore" or the "Company") is pleased to announce that it has closed the first tranche of its $2.8 million non-brokered private placement (the "Financing") of unsecured convertible debentures ("Convertible Debentures"), as previously announced on April 27, 2020. The Company currently intends to close the remainder of the Financing on May 29, 2020.

Pursuant to the closing of the first tranche, the Company issued 1,280 Convertible Debentures at a price of $1,000 per debenture for gross proceeds totalling $1.28 million. The Convertible Debentures bear interest at a rate of 7.5%, payable semi-annually on the last day of May and November of each year, commencing on November 30, 2020 and have a three-year term (the "Term"), with the principal amount being due to be repaid in full by the Company on May 31, 2023 (the "Maturity Date").

In addition to annual interest at a rate of 7.5%, the Company paid to each initial holder of Convertible Debentures a one-time commitment fee comprised of 500 commitment warrants ("Commitment Warrants") per Convertible Debenture. Each Commitment Warrant entitles its holder to acquire one common share of the Company (a "Common Share") at an exercise price of $0.18 per Common Share for a period of 24 months.

At any time during the Term, a holder of Convertible Debentures may elect to convert the outstanding net principal amount, or any portion thereof, into units ("Units") at a conversion price of $0.12 per Unit (the "Conversion Price"). Each Unit shall consist of one Common Share and one-half of a warrant ("Warrant"), with each whole Warrant entitling the holder to acquire a Common Share at an exercise price of $0.18 for a period ending on the Maturity Date.

The outstanding principal amount of each Convertible Debenture will automatically be converted into Units at the Conversion Price ($0.12) if the Common Shares trade at a closing price of $0.22 or more on the TSX Venture Exchange (the "TSXV") for 20 consecutive trading days. During the third year of the Term, the Company shall have the option to extend the Term by up to one additional year. If extended, then the Company shall pay a cash extension fee to the holders of Convertible Debentures in the amount of six month's interest.

The issuance of the Convertible Debentures and the Commitment Warrants pursuant to the first tranche of the Financing were (and, if applicable, the Units and any underlying Common Shares and Warrants shall be) completed on a private placement and prospectus exempt basis, as applicable, such that the issuances are (or in the case of the Units and any underlying Common Shares and Warrants, shall be) exempt from any applicable prospectus and securities registration requirements. No finder's fees or commissions were paid in connection with the first tranche of the Financing.

Pursuant to National Instrument 45-102 - Resale of Securities, the Convertible Debentures, the Commitment Warrants and any underlying Units, Common Shares or Warrants to be issued upon conversion or exchange of these securities will be subject to a four-month hold period commencing on the closing date. Additional hold periods and/or trading or resale restrictions may also apply in the United States.

No insiders or related parties of Ucore participated in the first tranche of the Financing.

The closing of the Financing and issuance of the Convertible Debentures is conditional on the final approval of the TSXV.

About Ucore Rare Metals Inc.

Ucore is focused on rare and critical metals resources, extraction and beneficiation technologies with potential for production, growth, and scalability. The Company has a 100% ownership stake in the Bokan-Dotson Ridge Rare Earth Project. Ucore's vision and plan is to transition to become a leading advanced technology company that provides mineral separation products and services to the mining and mineral extraction industry. This vision includes the development of the Alaska SMC in Southeast Alaska and the development of the Company's rare earth minerals property located at Bokan Mountain in Alaska.

The Company recently closed its acquisition of Innovation Metals Corp. ("IMC"), the developer of the proprietary RapidSX™ process, for the low-cost separation and purification of REEs, Ni, Co, Li and other technology metals, via an accelerated form of solvent extraction. IMC is commercializing this approach for a number of metals, to help enable mining and metal-recycling companies to compete in today's global marketplace.

For further information, please contact: Mr. Jim McKenzie, CEO of Ucore Rare Metals Inc. at: +1 (902) 482-5214 or visit www.ucore.com.

Cautionary Notes

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 and/or acquisition activities (including any related required financings), timelines, litigation outcomes, events or developments that the Company expects, 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 Ucore's current Financing, the Company has assumed that the second and final tranche of the Financing will become fully subscribed and will close and that the TSXV's final approval of the Financing will be obtained without delay. In regard to Ucore's M3 Plan of Action and the disclosure in the "About Ucore" section above, the Company has assumed that it will be able to procure or retain additional partners and/or suppliers, in addition to Innovation Metals Corp., as suppliers for Ucore's expected future Alaska SMC. Ucore has also assumed that sufficient external funding will be found to prepare a new NI 43-101 technical report that demonstrates that the Bokan Project is feasible and economically viable for the production of both REE and co-product mineral materials and metals and the then prevailing market prices based upon assumed customer off-take agreements. Ucore has also assumed that sufficient external funding will be found to develop the specific engineering plans for the Alaska SMC and its construction. Factors that could cause actual results to differ materially from those in forward-looking statements include, without limitation: the Financing not becoming fully subscribed and/or it failing to close; 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 Alaska SMC; Ucore not being able to raise sufficient funds to fund the specific design and construction of the Alaska SMC; adverse capital market conditions; unexpected due diligence findings; unexpected or adverse outcomes in the currently outstanding litigation matters between Ucore and IBC Advanced Technologies, Inc.; the emergence of alternative superior metallurgy and metal separation technologies; the inability of Ucore and/or IMC to retain its key staff members; unexpected transaction costs or other deal completion setbacks; a change in the legislation in Alaska and/or in the support expressed by AIDEA regarding the development of Bokan and/or the Alaska SMC; 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 TSX Venture Exchange nor its Regulation Services Provider (as that term is defined by the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

The Convertible Debentures, Units, Common Shares and Warrants (including Common Shares issuable upon exercise of the Warrants) related to the Financing have not been, nor will they be, registered under the United States Securities Act of 1933, as amended and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release does not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

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