Blackbird Critical Metals Corp. Signs Agreement to Acquire Lir Life Sciences Inc.

Vancouver, British Columbia – August 14, 2025 – Blackbird Critical Metals Corp. (CSE: BBRD) (FSE: N79) (OTCQB: BBCMF) (the "**Company**") announces that it has entered into a definitive share purchase agreement, dated August 13, 2025 (the "**Purchase Agreement**") with Lir Life Sciences Inc. ("**Lir Life Sciences**"), a party at arm's length to the Company, pursuant to which it has agreed to acquire 100% of the issued and outstanding common shares (each, a "**Lir Share**") in the capital of Lir Life Sciences (the "**Acquisition**") in consideration for the issuance of at least 21,807,143 common shares in the capital of the Company (each, a "**Blackbird Share**"), on a post-Consolidation (as defined below) basis, to the Lir Life Sciences shareholders (collectively, "**Lir Shareholders**"), as of the date of closing of the Acquisition, on a *pro-rata basis* (the "**Consideration Shares**"), subject to the terms and conditions set out within the Purchase Agreement.

The Acquisition represents a "Fundamental Change" of the Company under the Canadian Securities Exchange's ("**CSE**") Policy 8 - *Fundamental Changes and Changes of Business* ("**Policy 8**"). Completion of the Acquisition ("**Closing**") will require approval from the CSE, as well as the approval shareholders of the Company (the "**Blackbird Shareholders**"), as discussed further below.

Summary of the Acquisition

Pursuant to the Purchase Agreement, the Company will purchase all of the issued and outstanding Lir Shares at a deemed price of $0.35 per Lir Share, on the basis of a 1:1 share exchange whereby each one Lir Share is exchanged for one Consideration Share, including any such Lir Shares to be issued in connection with the Concurrent Financing (as defined below).

Following Closing, the Company intends to continue the business of Lir Life Science as a company listed on the CSE under the name "Lir Life Sciences Corp." (the "**Name Change**") or such other name as agreed to by the parties (the Company, upon completion of the Acquisition, being the "**Resulting Issuer**").

In addition, prior to Closing, it is expected that:

- Lir Life Sciences will complete a private placement offering of subscription receipts for minimum aggregate gross proceeds of at least $1,000,000 (subject to certain adjustments where Lir Life Sciences incurs bona fide operating expenses greater than $100,000 prior to Closing) at a price of $0.35 per subscription receipt (the "**Concurrent Financing**"), with each subscription receipt to automatically convert into one Lir Share immediately prior to Closing. It is anticipated that Lir Life Sciences may pay cash finders' fees in the amount of 8% of the gross proceeds received from, and such number of finders' warrants as is equal to 8% of the number of subscription receipts issued to, subscribers introduced to Lir Life Sciences by such finders.

- The Company will, immediately prior to Closing, effect a consolidation of the Blackbird Shares on a 1.5:1 basis (the "**Consolidation**"), whereby each Blackbird Shareholder will receive one post-Consolidation Blackbird Share for every one-and-one-half Blackbird Share held immediately prior to the Consolidation.

Certain common shares of the Resulting Issuer (the "**Resulting Issuer Shares**") to be issued pursuant to the Acquisition are expected to be subject to contractual restrictions on resale or to be subject to escrow

under the policies of the CSE, including any such securities to be issued to "Related Persons" (as defined under the CSE policies).

In addition to all statutory resale restrictions and those that may be imposed by the CSE, certain Lir Shareholders receiving Consideration Shares on Closing (the "**Pooled Securities**") are expected, as a condition to Closing, to enter into a pooling agreement (the "**Pooling Agreement**") with Blackbird whereby they will agree not sell, deal in, assign, transfer, dispose of, or encumber, the Pooled Securities, except as in accordance with the terms of the Pooling Agreement. The Pooled Securities will be released in 20 equal tranches over a 20-month period, with the initial release to occur four months after the date on which the Resulting Issuer Shares are listed for trading on a stock exchange in Canada, and each subsequent release to occur 30 days from the prior release.

The Purchase Agreement includes a number of conditions precedent to Closing, including but not limited to, receipt of the requisite shareholder approvals from the Blackbird Shareholders (approving the Acquisition as a "*Fundamental Change*"), completion of the Concurrent Financing, completion of the Consolidation, the Name Change being effected, the Pooling Agreement being entered into, approvals of all regulatory bodies having jurisdiction in connection with the Acquisition, including, the CSE, and the satisfaction of other customary closing conditions.

The foregoing is a summary of the Purchase Agreement and is qualified in its entirety by the Purchase Agreement, a copy of which will be available under the Company's profile on SEDAR+ at www.sedarplus.ca.

The Acquisition is not a "related party transaction" (as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*).

Directors and Officers of the Resulting Issuer

In conjunction with and upon Closing, it is expected that all directors and officers of the Company will resign, other than Gurdeep Bains, who will remain a director of the Resulting Issuer. The directors and officers of the Resulting Issuer are expected to be as follows: (i) Dr. Edward Mills, Director, CEO; (2) Harry Nijjar, Director and CFO; (3) Constantine Carmichel, Director; (4) Kevin May, Director; (5) Dr. Mark Dybul, Director; and (6) Gurdeep Bains, Director.

Blackbird Shareholder Approval

Pursuant to Section 4.6 of CSE Policy 4, the Company anticipates obtaining the approval of the Blackbird Shareholders in connection with the Acquisition as a Fundamental Change by way of a written resolution signed by Blackbird Shareholders holding more than 50% of the Blackbird Shares.

Listing Statement

In connection with the Acquisition and pursuant to the requirements of the CSE, the Company intends, once approved by the CSE, to file a CSE Form 2A *Listing Statement* (the "**Listing Statement**") on its issuer profile on SEDAR+ (www.sedarplus.ca) and on its CSE issuer profile on the CSE website (www.thecse.com), which will contain relevant details regarding the Acquisition, Lir Life Sciences, and the Resulting Issuer.

Additional Information

Trading in the Blackbird Shares has been halted and will remain halted, pending the satisfaction of applicable requirements of CSE Policy 8 and receipt of permission to resume trading the CSE.

All information contained in this news release with respect to Lir Life Sciences was supplied by Lir Life Sciences, and the Company and its directors and officers have relied on Lir Life Sciences for such information.

About Lir Life Sciences

Lir Life Sciences is an early-stage biopharmaceutical company currently focused on evaluating the feasibility of transdermal drug delivery applications for metabolic disorders, with an initial emphasis on obesity. Lir Life Sciences has secured exclusive access to a proprietary drug delivery platform through a licensing arrangement with Sinedore Pharmaceuticals Inc. and is in the process of assessing potential formulation strategies for Glucagon Like Peptide 1 based combination therapies through active research involving animal models, led by Edward Mills (CEO of Lir Life Sciences). Lir Life Sciences is currently not listed on a stock exchange, nor is it a reporting issuer.

About Blackbird Critical Metals Corp.

Blackbird is a Canadian company listed on the CSE (CSE: BBRD), the OTCQB Exchange (OTCQB: BBCMF) and the Frankfurt Stock Exchange (FSE: N790). Blackbird is a mineral exploration company focused on the acquisition, exploration, and development of critical metal properties containing minerals used in green technologies and the renewable energy sector.

ON BEHALF OF THE BOARD OF THE COMPANY

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Advisory Regarding Forward-Looking Statements

*This news release contains certain statements which constitute forward-looking statements or information ("**forward-looking statements**") within the meaning of applicable securities laws in Canada. Any statements about the Company's, Lir Life Sciences', or the Resulting Issuer's expectations, beliefs, plans, goals, targets, predictions, forecasts, objectives, assumptions, information and statements about possible future events, conditions and results of operations or performance are not historical facts and may be forward-looking. Forward-looking information is often, but not always, made through the use of words or phrases such as "anticipates", "aims", "strives", "seeks", "believes", "can", "could", "may", "predicts", "potential", "should", "will", "estimates", "plans", "mileposts", "projects", "continuing", "ongoing", "expects", "intends" and similar words or phrases suggesting future outcomes. Forward-looking information in this news release includes, but is not limited to, statements in respect of: the terms and conditions, and ultimately completion of, the Acquisition; the plan, strategies, goals and business objectives of the Resulting Issuer upon completion of the Acquisition; the number of Consideration Shares that may be issued in connection with the Acquisition; the ownership ratio of the Resulting Issuer post-Closing; the parties' ability to satisfy conditions to Closing and receive necessary approvals, including, the receipt of corporate, regulatory, and CSE approval in respect of the Acquisition; the completion of the Concurrent Financing and the number of Subscription Receipts to be issued thereunder, if it is to complete at all; the technical, financial, and business prospects of the Company, Lir Life Sciences, and the Resulting Issuer, and their respective assets and other matters; the ultimate terms and conditions of the Plan, if a new equity incentive plan is to be adopted at all; Closing of the Acquisition, if it is to*

close at all; the realization of the anticipated benefits of the Acquisition, if any at all; and the listing of the Resulting Issuer shares on the CSE and the timing thereof, if it is to occur at all.

The forward-looking information that may be in this news release is based on current expectations, estimates, projections, and assumptions, having regard to the Company's and Lir Life Sciences' experience and its perception of historical trends which have been used to develop such statements and information, but which may prove to be incorrect, and includes, but is not limited to, expectations, estimates, projections and assumptions relating to: competitive factors, pricing pressures, and supply and demand in the industries in which the Company and Lir Life Sciences operate; the ability to carry out the proposed business plans of the Resulting Issuer; ability to access financing on favorable terms to carry out the business plans of the Resulting Issuer, as needed; the economic viability and ability to commercially develop the proprietary drug delivery platform through the licensing arrangement with Sinedore Pharmaceuticals Inc. upon completion of the Acquisition; the results of the on-going research into potential formulation strategies for Glucagon Like Peptide 1 based combination therapies; the ability to close the Concurrent Offering and to consummate the Acquisition; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other conditions to the consummation of the Acquisition on the proposed terms and schedule; the potential impact of the announcement or consummation of the Acquisition on relationships, including with regulatory bodies, employees, suppliers, customers, and competitors; changes in general economic, business and political conditions, including changes in the financial markets; third-parties complying with all obligations under existing agreements in a timely manner; changes in applicable laws and regulations both locally and in foreign jurisdictions; and compliance with extensive government regulation; and the diversion of management time on the Acquisition.

Although the Company and Lir Life Sciences believe that the expectations reflected in these forward-looking statements are reasonable, undue reliance should not be placed on them because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Current conditions, economic and otherwise, render assumptions, although reasonable when made, subject to greater uncertainty. Undue reliance should not be placed on forward-looking information as actual results may differ materially from those expressed or implied by forward-looking information.

Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, including, without limitation, the following risk factors: the inability of the Company to complete the Acquisition on the terms described herein, including failure to obtain the requisite regulatory and stock exchange approvals; unavailability of capital and financing; changes in general economic; market or business conditions; failure to compete effectively with competitors; failure to maintain or obtain all necessary permits, approvals and authorizations; failure to comply with applicable laws, including environmental laws; and risks relating to unanticipated operational difficulties.

Additional information regarding some of these risks, expectations or assumptions and other risk factors may be found in the Company's management discussion and analysis for the three months ended July 31, 2024 and 2023, the Listing Statement, once filed, and other documents available on the Company's profile at www.sedarplus.ca. Readers are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements contained in this news release are made as of the date hereof and the Company undertakes no obligations to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Investors are cautioned that, except as disclosed in the Listing Statement to be prepared in connection with the Acquisition, any information released or received with respect to the Acquisition may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

Completion of the Acquisition is subject to a number of conditions, including but not limited to, CSE acceptance. Where applicable, the Acquisition cannot close until the required shareholder approval is obtained. There can be no assurance that the Acquisition will be completed as proposed or at all.

*The securities of the Company to be issued in connection with the Acquisition have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an available exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there by any sale of the securities referenced in this press release, in any jurisdiction in which such offer, solicitation or sale would be unlawful.*

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