

Nuclear Fuels Announces Filing and Mailing of Special Meeting Materials in Connection with Proposed Arrangement with Premier American Uranium

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[Nuclear Fuels Inc.](#) (CSE: NF) (OTCQX: NFUNF) ("Nuclear Fuels" or the "Company") is pleased to announce that it has filed with the applicable Canadian securities regulatory authorities a management information circular dated July 10, 2025 (the "Circular") and related meeting materials (together with the Circular, the "Meeting Materials") of the Company for use at the special meeting (the "Meeting") of Nuclear Fuels shareholders (the "Company Shareholders") to be held in connection with the proposed plan of arrangement under the Business Corporations Act (British Columbia) involving the Company and [Premier American Uranium Inc.](#) ("Premier American Uranium" or "PUR"), as previously announced in a news release dated June 5, 2025 (the "Arrangement"). The Company has commenced the mailing of copies of the Meeting Materials to Company Shareholders entitled to vote on the Arrangement at the Meeting.

At the Meeting, Company Shareholders will be asked to consider a special resolution (the "Arrangement Resolution") approving the Arrangement pursuant to which PUR will acquire all of the issued and outstanding common shares of Nuclear Fuels (each whole share, an "NF Share"). Pursuant to the Arrangement, each Company Shareholder will receive 0.33 of a common share of PUR (each, a "PUR Share") for each NF Share held (the "Exchange Ratio").

The Board of Directors of Nuclear Fuels recommends that Company Shareholders vote FOR the Arrangement Resolution.

Additional details with respect to the Arrangement, the reasons for the recommendation of the Board of Directors of the Company as well as the potential benefits and risks of the Arrangement are described in the Circular, which Shareholders are encouraged to read in its entirety.

The Meeting and Voting

The Meeting is scheduled to be held at the offices of Morton Law LLP located at 1200 - 750 West Pender Street, Vancouver, BC V6C 2T8, at 11:00 a.m. (Vancouver time) on August 13, 2025, subject to adjournment or postponement. Company Shareholders are encouraged to carefully read the notice of meeting, the Circular and other Meeting Materials for information concerning the Arrangement, the Arrangement Resolution and voting. The Meeting Materials are available under Nuclear Fuels' profile on SEDAR+ at www.sedarplus.ca. Only Company Shareholders of record as at the close of business on July 7, 2025 are eligible to vote at the Meeting.

About Nuclear Fuels Inc.

Nuclear Fuels Inc. is a uranium exploration company advancing early stage, district-scale ISR amenable uranium projects towards production in the U.S. Leveraging extensive proprietary historical databases and deep industry expertise, Nuclear Fuels is well-positioned in a sector poised for significant and sustained growth on the back of strong government support. Nuclear Fuels has consolidated the Kaycee district under single-company control for the first time since the early 1980s. Currently planning its 2025 drill program following successful 2023 and 2024 drilling, the Company aims to expand on historic resources across a 35-mile trend with over 430 miles of mapped roll-fronts defined by 3,800 drill holes. The Company's strategic relationship with [enCore Energy Corp.](#), America's Clean Energy Company & TRADE;, offers a mutually beneficial "pathway to production," with enCore owning an equity interest and retaining the right to back-in to 51% ownership in the flagship Kaycee Project in Wyoming's prolific Powder River Basin.

The Canadian Securities Exchange has not reviewed this press release and does not accept responsibility for the adequacy or accuracy of this news release.

None of the securities to be issued pursuant to the Arrangement have been or will be registered under the

United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and any securities issuable in the Arrangement are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Section 3(a)(10) of the U.S. Securities Act and applicable exemptions under state securities laws. This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities.

Cautionary Statements

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. "Forward-looking information" includes, but is not limited to, statements with respect to activities, events or developments that the Company expects or anticipates will or may occur in the future including, but not limited to, the date of the Meeting and completion of the mailing of the Meeting Materials, Nuclear Fuels' position in the mining sector and anticipated support from the government, expected drilling programs, and benefits of the strategic relationship with enCore. Generally, but not always, forward-looking information and statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negative connotation thereof or 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" or the negative connotation thereof. Such forward-looking information and statements are based on numerous assumptions, including receipt of required shareholder, regulatory, court and stock exchange approvals, the ability of the parties to satisfy, in a timely manner, the other conditions to the closing of the Arrangement, and other expectations and assumptions concerning the Arrangement. Although the assumptions made by the Company in providing forward-looking information or making forward-looking statements are considered reasonable by management of the Company at the time, there can be no assurance that such assumptions will prove to be accurate.

Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual events or results in future periods to differ materially from any projections of future events or results expressed or implied by such forward-looking information or statements, including, among others: the failure to obtain shareholder, regulatory, court or stock exchange approvals in connection with the Arrangement, material adverse change in the timing of completion and the terms and conditions upon which the Arrangement is completed, inability to satisfy or waive all conditions to complete the Arrangement as set out in the arrangement agreement, failure to complete the Arrangement, failure to realize the anticipated benefits of the Arrangement or implement the business plan for the PUR following completion of the Arrangement, negative operating cash flow and dependence on third party financing, uncertainty of additional financing, no known current mineral reserves or resources, unsuccessful drill programs, changes in the Company's strategic relationship, reliance on key management and other personnel, potential downturns in economic conditions, unanticipated changes in market price for PUR Shares and/or Company Shares, actual results of exploration activities being different than anticipated, changes in exploration programs based upon results, and risks generally associated with the mineral exploration industry, environmental risks, changes in laws and regulations, community relations and delays in obtaining governmental or other approvals, stock market conditions generally, demand, supply and pricing for uranium; and general economic and political conditions in Canada and other jurisdictions where the Company conducts business, and the risk factors with respect to the Company set out in its management's discussion & analysis filed for its most recent financial year end and period end with the Canadian securities regulators and are available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information or implied by forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company undertakes no obligation to update or reissue forward-looking information as a result of new information or events except as required by applicable securities laws.

SOURCE Nuclear Fuels Inc.

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