



INCORPORATED UNDER THE BRITISH COLUMBIA BUSINESS CORPORATIONS ACT

APEX CRITICAL METALS CORP.

CUSIP: 03753D104

ISIN: CA03753D1042

CERT.9999

THIS CERTIFIES THAT

CERT.9999 * 999999ZZ9 * ***9,000,000,000***** **9,000,000,000***** **9,000,000,000***
* *****9,000,000,000** * *****9,000,000,000* * CA1234567890 * CERT.9999 * * SPECIMEN
* * NINE BILLION AND 00/100 * JANUARY 01, 2009 * * CERT.9999 * 999999ZZ9 * ***9,000,
000,000***** **9,000,000,000***** **9,000,000,000***** **9,000,000,000** * *****9,00
0,000,000* * CA1234567890 * CERT.9999 * * SPECIMEN * * NINE BILLION AND 00/100 * J

IS THE REGISTERED HOLDER OF

CERT.9999 * 999999ZZ9 * ***9,000,000,000***** **9,000,000,000***** **9,000,000,000*** * *****9,000,000,000** * *****9,000,000,000* * CA12345678
90 * CERT.9999 * * SPECIMEN * * NINE BILLION AND 00/100 * JANUARY 01, 2009 * * CERT.9999 * 999999ZZ9 * ***9,000,000,000***** **9,000,00
0,000***** **9,000,000,000***** **9,000,000,000***** **9,000,000,000* * CA1234567890 * CERT.9999 * * SPECIMEN * * NINE BILLION AND 00/1
00 * JANUARY 01, 2009 * 0 * CERT.9999 * 999999ZZ9 * ***9,000,000,000***** **9,000,000,000***** **9,000,000,000*** * *****9,000,000,000** * *****

FULLY PAID AND NON-ASSESSABLE COMMON SHARES WITHOUT PAR VALUE IN THE CAPITAL OF

APEX CRITICAL METALS CORP.

transferable on the books of the Corporation only upon surrender of this certificate properly endorsed.

This certificate is not valid until countersigned by the Transfer Agent and Registrar of the Corporation.

IN WITNESS WHEREOF the Corporation has caused this certificate to be signed on its behalf by the facsimile signatures of its duly authorized officers.

DATED: APRIL 22, 2024

COUNTERSIGNED AND REGISTERED

ODYSSEY TRUST COMPANY

VANCOUVER

TRANSFER AGENT & REGISTRAR

CALGARY

CEO & President

CFO

By: _____

Authorized Officer

VOID

The shares represented by this certificate are transferable at the offices of Odyssey Trust Company Vancouver, BC and Calgary, AB

The following abbreviations shall be construed as though the words set forth below opposite each abbreviation were written out in full where such abbreviation appears:

TEN COM	- as tenants in common
TEN ENT	- as tenants by entireties
JT TEN	- as joint tenants with right of survivorship and not tenants in common
(Name) CUST (Name) UNIF	- (Name) as Custodian for (Name) under the
GIFT MIN ACT (State)	- (State) Uniform Gifts to Minors Act
In the case of an individual assignee, show at least one given name in full	

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, the undersigned hereby sells, assigns, and transfers unto

PLEASE INSERT SOCIAL INSURANCE NUMBER,
SOCIAL SECURITY NUMBER OR OTHER

IDENTIFYING NUMBER OF TRANSFEREE

S.I.N./S.S.N. _ _ _ - _ _ _ - _ _ _

Please print or typewrite name and address (including postal code or zip code, as applicable) of transferee

_____ securities
registered in the name of the undersigned on the books of the Company named on the face of this certificate and represented hereby, and irrevocably
constitutes and appoints a duly authorized officer of the transfer agent and registrar as the attorney of the undersigned to transfer the said securities on
the register of transfers and books of the Company with full power of substitution hereunder.

DATED: _____ 20 _____

Signature: _____

NOTICE: The signatures of this assignment must correspond with the name as written upon the face of the certificate, in every particular, without
alteration or enlargement, or any change whatsoever, and must be guaranteed by a Canadian chartered bank or eligible guarantor institution
with membership in an approved signature guarantee medallion program.

Signature Guaranteed By:

SECURITY INSTRUCTIONS - INSTRUCTIONS DE SÉCURITÉ

THIS IS WATERMARKED PAPER, DO NOT ACCEPT WITHOUT NOTING
WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.
PAPIER FILIGRANÉ, NE PAS ACCEPTER SANS VÉRIFIER LA PRÉSENCE
DU FILIGRANE. POUR CE FAIRE, PLACER À LA LUMIÈRE.

