

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 99628 / February 29, 2024

ADMINISTRATIVE PROCEEDING
File No. 21870

In the Matter of:

Western Magnesium Corp.,
Respondent.

**ANSWER OF WESTERN
MAGNESIUM CORP. TO THE ORDER
INSTITUTING ADMINISTRATIVE
PROCEEDINGS AND NOTICE OF
HEARING PURSUANT TO SECTION
12(j) OF THE SECURITIES
EXCHANGE ACT OF 1934**

PRELIMINARY STATEMENT

Western Magnesium Corp. (“Respondent”) submits this Answer in response to the Securities and Exchange Commission’s (“Commission”) Order Instituting Administrative Proceedings (“OIP”) issued February 29, 2024. Except where indicated, Respondent’s Answer will generally conform to the formatting and numbering of the OIP.

I.

This paragraph is not an allegation. No response is required. To the extent a response is required, deny.

II.

A.1. Respondent admits that it is a Delaware corporation. Respondent admits that it was formerly located in McLean, Virginia. Respondent denies the allegation that it is presently located in McLean, Virginia. Respondent’s principal place of business is presently 3960 Howard Hughes Parkway, Suite 500, Las Vegas, NV 89169. Respondent admits that as of the date of this Answer, the State of Delaware lists Respondent inactive. Respondent admits that it has not filed any periodic reports since it filed a Form 10-Q for the period ended July 31, 2022. Respondent admits that the 10-Q it filed for the period ending July 31, 2022 reported a net loss of \$1,295,865 for the prior three months. Respondent does not have, and is unable to obtain, sufficient information to admit or deny the allegations in the third sentence of Paragraph A.1. Otherwise, deny.

B.2. Respondent admits that it has not filed any periodic reports since it filed a Form 10-Q for the period ended July 31, 2022. Respondent does not have, and is unable to obtain, sufficient information to admit or deny the allegation that the Division of Corporation Finance sent a delinquency letter. Respondent denies the allegation that it failed to heed a delinquency letter. Respondent denies the allegation that it failed to maintain a valid address on file with the Commission. Otherwise, deny.

B.3. This paragraph states a legal conclusion to which no answer is required.

B.4. Respondent admits that it has not filed any periodic reports since it filed a Form 10-Q for the period ended July 31, 2022 as required by Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

III.

A. This paragraph states determinations made by the Commission, to which no answer is required.

B. This paragraph states determinations made by the Commission, to which no answer is required.

IV.

This section states rules and procedural requirements which speak for themselves and to which no answer is required. This section contains no factual allegations to which Respondent can answer. This section contains legal conclusions to which no answer is required.

Dated: April 5, 2024

Respectfully submitted,

/s/ Eric A. Plourde

Eric A. Plourde
Meg E. Dawson
**PROCOPIO CORY HARGREAVES &
SAVITCH LLP**

525 B Street, Suite 2200
San Diego, CA 92101
Telephone: 619.238.1900
Facsimile: 619.235.0398

Christopher Tinen
**PROCOPIO CORY HARGREAVES &
SAVITCH LLP**

12544 High Bluff Drive, Suite 400
San Diego, CA 92130
Telephone: 858.720.6300
Facsimile: 619.235.0398

Attorneys for Respondent
Western Magnesium Corp.