

ST CHARLES RESOURCES INC.
(a Capital Pool Company)
180 Bay Street, Suite 4400
Toronto, Ontario M5J 2T3

MANAGEMENT PROXY CIRCULAR
as at December 7, 2022 *except as otherwise indicated*

This Management Proxy Circular (“Circular”) is furnished in connection with the solicitation of proxies by the management of St Charles Resources Inc. (the “Corporation”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on January 16, 2023 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Circular, references to the “Corporation”, “we” and “our” refer to **St Charles Resources Inc.** “Common Shares” means common shares without par value in the capital of the Corporation. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. “Registered Shareholders” means shareholders who hold Common Shares registered in their own name. “Shareholders” means all shareholders who hold Common Shares.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors and officers of the Corporation. The Corporation will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “Proxy” or “form of proxy”) are officers and directors of the Corporation. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so using one of the following methods:

- (a) complete, date and sign the Proxy and return it to the Corporation's transfer agent, TSX Trust Company ("TSX Trust"), by fax at (416) 595-9593, or by mail to 301 – 100 Adelaide Street West, Toronto Ontario, M5H 4H1; or
- (b) use the internet through the website of the Corporation's transfer agent at <https://www.voteproxyonline.com> Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the control number.

In each of the above cases Registered Shareholders must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof.

Beneficial Shareholders

The following information is of significant importance to Shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of intermediaries. In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing process and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners ("**OBOs**") object to their name being made known to the issuers of securities which they own; and Non-Objecting Beneficial Owners ("**NOBOs**") who do not object to the issuers of the securities they own knowing who they are.

Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") the Corporation distributes copies of the Notice of Meeting, this Circular and the Proxy (collectively, the "**Meeting materials**") to the depository and intermediaries for onward distribution to Beneficial Shareholders. The Corporation does not send Meeting materials directly to Beneficial Shareholders. Intermediaries are required to forward the Meeting materials to all Beneficial Shareholders for whom they hold Common Shares unless such Beneficial Shareholders have waived the right to receive them.

These securityholder materials are being sent to both registered and non-registered (beneficial) owners of Common Shares. If you are a Beneficial Shareholder, and the Corporation or its agent sent these materials to you directly, your name, address and information about your holdings of securities were obtained in accordance with applicable securities regulatory requirements by the intermediary holding securities on your behalf. Management of the Corporation does not intend to pay for intermediaries to forward the Meeting materials to OBOs, so OBOs will not receive the Meeting materials unless their intermediary assumes the cost of delivery.

If you are a Beneficial Shareholder:

If you are a Beneficial Shareholder you should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The proxy form supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada and in the United States. Broadridge mails a Voting Instruction Form ("**VIF**") in lieu of the proxy provided by the Corporation. The VIF will name the same persons as are named on the Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), who is different from any of the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, insert the name of the desired representative, which may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge's instructions. Broadridge will then tabulate the results of all instructions received and provide appropriate

instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any Shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting to vote your Common Shares.**

Notice to Shareholders in the United States

The solicitation of proxies is not subject to the requirements of Section 14(a) of the Securities Exchange Act of 1934, as amended (the "**U.S. Exchange Act**"), by virtue of an exemption applicable to proxy solicitations by foreign private issuers as defined in Rule 3b-4 of the U.S. Exchange Act. Accordingly, this Circular has been prepared in accordance with applicable Canadian disclosure requirements. Residents of the United States should be aware that such requirements differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of the Corporation's shares by shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning the Corporation has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

Financial statements included or incorporated by reference herein have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada. Such consequences for the Corporation's Shareholders who are resident in, or citizens of, the United States may not be described fully in this Circular.

The enforcement by the Corporation's Shareholders of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated or organized under the laws of a foreign country, that all of their officers and directors named herein are residents of a foreign country and that the major assets of the Corporation are located outside the United States.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to TSX Trust or at the address of the registered office of the Corporation at 181 Bay Street, Brookfield Place Suite 4400, Toronto, Ontario, M5J 2T3, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than: (i) the election of directors; and (ii) the ratification of the Option Plan (as defined herein).

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "**Board**") of the Corporation has fixed December 7, 2022 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy or VIF in the

manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

St Charles Resources Inc. was incorporated on July 16, 2021 under the *Business Corporations Act* (Ontario). The Corporation is a Capital Pool Company as defined in the CPC Policy (as defined herein).

Going Public Transaction

On April 26, 2022, the Corporation completed a public offering of Common Shares by way of prospectus offering (the “**Prospectus Offering**”). Following closing of the Prospectus Offering, the Corporation listed its Common Shares for trading on the TSX Venture Exchange (the “**TSXV**” or the “**Exchange**”). The Common Shares began trading as a Capital Pool Company on the Exchange under the symbol “**SCRS.P**” on April 26, 2022.

The Corporation is authorized to issue an unlimited number of Common Shares. As of December 7, 2022 there were 27,360,000 Common Shares issued and outstanding, each carrying the right to one vote. No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

Escrow Shares

As at December 7, 2022 there were 7,360,000 shares held in escrow under Form 2F CPC Escrow Agreement dated May 19, 2022.

No Principal Holders of Voting Securities

To the knowledge of the directors and executive officers of the Corporation, no person beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares as at December 7, 2022.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the period from incorporation on July 16, 2021 until the year ended December 31, 2021, the reports of the auditor thereon, and the related management discussion and analysis will be tabled at the Meeting and will be available at the Meeting. Additional information relating to these documents may be obtained by the Shareholder upon request without charge by contacting the Corporation’s Corporate Secretary at 180 Bay Street, Suite 4400 Toronto, Ontario M5J 2T3 Telephone: (450) 677-2065, Email: cplante@stcharlesresources.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolutions described herein.

If there are more nominees for election as directors or appointment of the Corporation’s auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The term of office of each of the five (5) current directors will end at the conclusion of the Meeting. Unless the director’s office is vacated earlier in accordance with the provisions of the *Business Corporations Act* (Ontario) (“the **OBCA**”), each director elected will hold office until the conclusion of the next annual meeting of the Corporation, or if no director is then elected, until a successor is elected. The Shareholders will be asked at the Meeting to approve a resolution to determine that the number of directors to be elected at the Meeting be five.

The following table sets out the names of management’s five (5) nominees for election as director, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment (for the last five years for each director nominee), the period of time during which each has been a director of the Corporation and the number of Common Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, at December 7, 2022.

Name of Nominee; Current Position with the Corporation and Province and Country of Residence	Period as a Director of the Corporation	Principal Occupations in Past Five Years⁽¹⁾	Common Shares Beneficially Owned or Controlled⁽¹⁾
James A. Crombie⁽²⁾ President, Chief Executive Officer and Director Nassau, Bahamas	Since July 16, 2021	Executive Chairman, President, CEO and director of Odyssey Resources Limited; mining executive and corporate director.	1,500,000 ⁽³⁾
Alain Krushnisky Chief Financial Officer and Director Beaconsfield, Quebec	Since July 16, 2021	Chief Financial Officer of Reunion Gold Corporation, Highland Copper Company Inc. and Odyssey Resources Limited.	300,000 ⁽⁴⁾
Carole Plante Corporate Secretary and Director Montreal, Quebec	Since July 16, 2021	Corporate Secretary and General Counsel of Reunion Gold Corporation, Highland Copper Company Inc. and Odyssey Resources Limited.	160,000 ⁽⁵⁾
David A. Fennell⁽²⁾ Director Nassau, Bahamas	Since July 16, 2021	Executive Chairman of Reunion Gold Corporation; Served as Interim President and CEO of Reunion Gold (Feb 2016-Feb 2017); Executive Chairman of Highland Copper Company Inc. (Oct. 2012 to Sept. 2021); Corporate director.	500,000 ⁽⁶⁾
Mark Eaton⁽²⁾ Director Toronto, Ontario	Since July 16, 2021	Executive Chairman of Belo Sun Mining Corp. since February 2010; CEO and President of Belo Sun Mining Corp. from March 2010 to August 2014; Independent Business Consultant since March 2008.	400,000 ⁽⁷⁾

Notes:

1. The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees.
2. Member of Audit Committee.
3. Mr. Crombie also holds 684,000 options to purchase 684,000 common shares at a price of \$0.10 per share until April 26, 2027.
4. Mr. Krushnisky also holds 513,000 options to purchase 513,000 common shares at a price of \$0.10 per share until April 26, 2027.
5. Ms. Plante also holds 513,000 options to purchase 513,000 common shares at a price of \$0.10 per share until April 26, 2027.
6. David A. Fennell holds 500,000 Common Shares through Laurentian Mountains Investments Limited, a company wholly-owned by Mr. Fennell. Mr. Fennell also holds 513,000 options to purchase 513,000 common shares at a price of \$0.10 per share until April 26, 2027.
7. Mr. Eaton also holds 513,000 options to purchase 513,000 common shares at a price of \$0.10 per share until April 26, 2027.

None of the nominees for election as a director of the Corporation are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Corporation acting solely in such capacity.

Except as described in the Circular, to the knowledge of the Company, no proposed director:

- (a) is, as at the date of the Circular, or has been, within 10 years before the date of the Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that;
 - (i) while that person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or
 - (ii) after that person had ceased to act in that capacity, but in respect of an event that occurred while the person was so acting, resulted in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or
 - (iii) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or

- (b) has, within the 10 years before the date of the Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his or her assets.

James Crombie was a director of Sutter Gold Mining Inc. (“**Sutter**”) from June 9, 2009 to May 6, 2019. On May 17, 2019, Sutter appointed a receiver over all of its assets, undertakings and properties. The receiver was appointed pursuant to an application brought by Sutter’s secured lender, RMB Australia Holdings Inc., with the consent of Sutter.

Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR the election of the five (5) nominees named herein as directors of the Corporation until the close of the next annual general meeting.

APPOINTMENT OF AUDITOR

At the Meeting, the Board will nominate Raymond Chabot Grant Thornton LLP (“**RCGT LLP**”), for re-appointment as auditor of the Corporation for the ensuing year or until their successors are sooner appointed. RCGT LLP was first appointed as auditor of the Corporation effective July 16, 2021.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the re-appointment of RCGT LLP as auditor of the Corporation until the close of the next annual general meeting or until their successors are sooner appointed.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The provisions of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) requires the Corporation, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

The Audit Committee’s Charter

The Corporation’s audit committee (the “**audit committee**”) has a charter, a copy of which was attached as Schedule “A” to the Corporation’s Amended and Restated Prospectus dated April 7, 2022 and filed on www.sedar.com.

Composition of the Audit Committee

Pursuant to Section 6.1.1(3) of NI 52-110, a majority of the audit committee must not be executive officers, employees or control persons of the Corporation. Members of the audit committee are Mark Eaton, David A. Fennell and James A. Crombie. Mark Eaton acts as chairman of the Audit Committee. Mark Eaton and David A. Fennell are “independent” for the purposes of NI 52-110. All members of the Audit Committee are “financially literate” for the purposes of NI 52-110. See “*Directors, Officers and Promoters*” for Audit Committee member biographies of relevant education and experience.

An audit committee member is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

Relevant Education and Experience

Each member of the Corporation’s audit committee has adequate education and experience relevant to their performance as an audit committee member and, in particular, the requisite education and experience that provides the member with:

- (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

See further information for each audit committee member below.

Mark Eaton, Director

Mark Eaton is an investment professional with over 20 years of experience in equity capital markets specializing in the resource sector, as well as over 10 years serving as management and/or board member to several public mining companies. He was formerly a Managing Director of Global Mining Sales, a division of CIBC World Markets of Toronto and Manager of US Equity Sales for CIBC World Markets. He also formerly acted as a Partner and Director of Loewen Ondaatje McCutcheon Ltd., a Toronto-based investment dealer, which he held from January 2007 until he joined the Board of UEX Corporation in March, 2008. He acted as President and CEO of Belo Sun Mining Corp. from 2010 until 2014. Mr. Eaton is a graduate from Hull University, in England. Mr. Eaton currently is Executive Chairman of Belo Sun Mining Corp. and sits on the board of directors of K92 Mining Inc. and Besra Gold Inc.

David A. Fennell, Director

David Fennell received his law degree in 1979 from the University of Alberta and practiced in the areas of corporate and resource law until 1983, when he founded Golden Star Resources. During his term as president and CEO, Golden Star became a TSE 300 company. Mr. Fennell has over 30 years serving as officer and/or board member of several mining companies listed on the Toronto Stock Exchange or the TSXV including Hope Bay Gold Corporation, Ariane Gold Corporation, Miramar Mining Corporation, Major Drilling Group International Inc., Torex Gold Resources Inc., Avala Resources Ltd. and more recently, Highland Copper Company Inc.

Mr. Fennell is currently Executive Chairman of Reunion Gold Corporation, and director of Sabina Gold and Silver Corp. and G Mining Ventures Corp., all publicly-traded resource companies.

James A. Crombie, President, Chief Executive Officer and Director

James Crombie graduated from the Royal School of Mines, London, in 1980 with a B.Sc. (Hons) in mining engineering, having been awarded an Anglo American scholarship. Mr. Crombie held various positions with DeBeers Consolidated Mines and the Anglo American Corporation in South Africa and Angola between 1980 and 1986. He spent the next 13 years as a mining analyst and investment banker with Shepards, Merrill Lynch, James Capel & Co. and finally with Yorkton Securities.

Mr. Crombie has over 20 years serving as management and/or board member to several public mining companies listed on the Toronto Stock Exchange or the TSXV in Canada, in Australia and in the UK. Mr. Crombie was vice president, corporate development of Hope Bay from 1999 to 2002, president and CEO of Ariane Gold Corp. from 2002 to 2003; president, CEO and a director of Palmarejo until the merger with Coeur d'Alene Mines Corporation in 2007, president, CEO and a director of Avala Resources Ltd., Dunav Resources Ltd. and Reunion Gold Corporation, and director of Torex Gold Resources Inc. and Ariane Silver Corporation.

Mr. Crombie is currently director and CEO of Odyssey Resources Limited, a Canadian company trading on the NEX trading board of the TSXV and a non-executive director of Nickel Mines Limited, an Australian listed company.

Audit Committee Oversight

At no time since incorporation was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the board of directors of the Corporation.

Reliance on Certain Exemptions

The Corporation is a "venture issuer" for the purposes of NI 52-110. The Issuer is therefore relying on the exemption set out in Section 6.1 of NI 52-110 in respect of Part 3 (Composition of the Audit Committee) thereof, that would otherwise require, subject to certain exceptions, that all members of the audit committee be independent.

Pre-Approval Policies and Procedures

The Audit Committee pre-approves all audit services provided to the Corporation by its independent auditors. The Audit Committee's policy regarding the pre-approval of non-audit services is that all such services shall be preapproved by the Audit Committee. Prior to the granting of any pre-approval, the Audit Committee must be satisfied that the performance of the services in question will not compromise the independence of the independent auditors. See the Audit Committee

Charter was attached to the Corporation’s Amended and Restated Prospectus dated April 7, 2022 and filed on www.sedar.com.

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audit services provided RCGT LLP to the Corporation to ensure auditor independence. Fees incurred with RCGT LLP for audit and non-audit services since incorporation are outlined in the following table.

Nature of Services	Fees Billed by Auditor from the period of incorporation until December 31, 2021
Audit Fees ⁽¹⁾	\$5,000
Audit-Related Fees ⁽²⁾	\$3,250
Tax Fees ⁽³⁾	Nil
All Other Fees ⁽⁴⁾	Nil
Total	\$8,250

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Corporation’s financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices; as such practices are both in the interests of Shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment or which is deemed to be a material relationship under NI 52-110.

The Board facilitates its independent supervision over management by communicating with each other when members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

The independent members of the Board are David A. Fennell and Mark Eaton. The non-independent directors are James A. Crombie (President and CEO), Alain Krushnisky (CFO), and Carole Plante (Corporate Secretary).

Directorships

The following directors are also directors of other reporting issuers as follows:

Name of Director	Name of Reporting Issuer	Name of Exchange
David A. Fennell	G Mining Ventures Corp.	TSXV
	Reunion Gold Corporation	TSXV
	Sabina Gold & Silver Corp.	TSX
Mark Eaton	K92 Mining Inc.	TSX and OTC

	Belo Sun Mining Corp.	TSX
	Besra Gold Inc.	ASX
James A. Crombie	Nickel Mines Limited	ASX
	Odyssey Resources Limited	TSX

Orientation and Continuing Education

New directors were provided with an informal orientation regarding the role of the Board, the Audit Committee, and individual directors, and the nature of the Corporation’s business. Members of the Board are encouraged to communicate with management of the Corporation, external legal counsel and auditors, and other external consultants to educate themselves about the Corporation’s business and applicable legal and regulatory developments.

Ethical Business Conduct

The Corporation has not adopted formal guidelines to encourage and promote a culture of ethical business conduct, but does so by nominating Board members it considers ethical, by avoiding or minimizing conflicts of interest, and by having at least one independent director. It is not anticipated that the Board will adopt formal guidelines in the 12 months following the date of this Circular.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board’s duties effectively and to maintain breadth of experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Corporation, this practice may be reviewed.

If there is a change in the directors of a CPC prior to the completion of a Qualifying Transaction, each new director must comply with the policies of the Exchange and provide the Exchange with an undertaking as described in Section 14.12 of the CPC Policy.

Compensation

See “*Compensation Discussion and Analysis*” below.

Other Board Committees

The Corporation does not have any committees of the Board other than the Audit Committee. When necessary, the Board will strike a special committee of independent directors to deal with matters requiring independent oversight.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board and its committees.

No formal policy has been established to monitor the effectiveness of the directors, the Board and its committees. However, the Corporation believes that its corporate governance practices are appropriate and effective given the Corporation’s developmental stage.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

All capitalized terms used herein shall have the meaning ascribed thereto in the TSX Venture Exchange Policy 2.4 (the “**CPC Policy**”), unless otherwise defined herein. Section 8.1 of the CPC Policy states that until the completion of a Qualifying Transaction (as defined in Exchange policies), no payment of any kind may be made, directly or indirectly, by a CPC to a Non-Arm’s Length Party (as defined in Exchange policies) of the CPC or a Non-Arm’s Length Party to the Qualifying Transaction, or to any person engaged in Investor Relations Activities (as defined in Exchange policies) in respect of the CPC or the securities of the CPC or any resulting issuer by any means including, (a) remuneration, which includes, but is not limited to: salaries, consulting fees, management contract fees or directors’ fees, finders’ fees, loans, advances, bonuses; and (b) deposits and similar payments.

The only compensation that is permitted to the directors, officers, employees and consultants of the Corporation, so long as it is a CPC, is the granting of incentive stock options. Due to the foregoing limitation, the Board does not consider the implications of the risks associated with the Corporation’s compensation policies and practices.

Named Executive Officer

In this section “Named Executive Officer” (an “NEO”) means:

- (a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of that financial year.

The NEOs of the Corporation for the purpose of the following disclosure are: James A. Crombie, President, Chief Executive Officer and Director and Alain Krushnisky, Chief Financial Officer and Director. David A. Fennell, Mark Eaton and Carole Plante are not NEOs of the Corporation.

Director and Named Executive Officer Compensation

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Corporation to NEOs and members of the Board for the period from incorporation on July 16, 2021 until December 31, 2021.

Table of Compensation Excluding Compensation Securities							
Name and principal position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
James A. Crombie ⁽¹⁾ President, Chief Executive Officer and Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
Alain Krushnisky ⁽²⁾ Chief Financial Officer and Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
Carole Plante ⁽³⁾ Corporate Secretary and Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
David A. Fennell ⁽⁴⁾ Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
Mark Eaton ⁽⁵⁾ Director	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Crombie was appointed President, Chief Executive Officer, and Director on July 16, 2021.
- (2) Mr. Krushnisky was appointed as Chief Financial Officer and Director on July 16, 2021
- (3) Mrs. Plante was appointed as Corporate Secretary and Director on July 16, 2021.
- (4) Mr. Fennell was appointed as a Director on July 16, 2021.
- (5) Mr. Eaton was appointed as a Director on July 16, 2021.

Stock Options and Other Compensation Securities

During the period from incorporation on July 16, 2021 until December 31, 2021, no options were granted to NEOs and directors of the Corporation who were not also NEOs.

The Corporation has adopted an incentive stock option plan (the “**Option Plan**”). On April 26, 2022, following the closing of the initial public offering, the Corporation granted an aggregate of 2,736,000 CPC Options at an exercise price of \$0.10 per Common Share (each an “**Option Share**”) until April 26, 2027 pursuant to the terms of the Option Plan as follows:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽²⁾	Date of issue Or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant ⁽¹⁾ (\$)	Closing price of security or underlying security at year end ⁽¹⁾ (\$)	Expiry date
James A. Crombie President, Chief Executive Officer and Director	Options	684,000 Options 2.5%	April 26, 2022	\$0.10	N/A	N/A	April 26, 2027
Alain Krushnisky Chief Financial Officer and Director	Options	513,000 Options 1.8%	April 26, 2022	\$0.10	N/A	N/A	April 26, 2027
Carole Plante Corporate Secretary and Director	Options	513,000 Options 1.8%	April 26, 2022	\$0.10	N/A	N/A	April 26, 2027
David A. Fennell Director	Options	513,000 Options 1.8%	April 26, 2022	\$0.10	N/A	N/A	April 26, 2027
Mark Eaton Director	Options	513,000 Options 1.8%	April 26, 2022	\$0.10	N/A	N/A	April 26, 2027

Notes:

- 1) Shares began trading on the TSX Venture Exchange on April 26, 2022.
- 2) Based on 27,360,000 common shares outstanding.

Exercise of Compensation Securities by NEOs and Directors

There were no compensation securities exercised by any of the NEOs or directors of the Corporation during the period from incorporation on July 16, 2021 until December 31, 2021 or to the date of this information circular.

Stock Options and Other Incentive Plans

Option Plan

The Corporation has a 10% “rolling” share option plan pursuant to which a maximum of 10% of the issued and outstanding Common Shares at the time an option is granted (the “**Option Plan**”). Pursuant to the policies of the TSX Venture Exchange, no options may be granted to employees or consultants performing investor relations activities before completion of a Qualifying Transaction. The Stock Option Plan is designed to promote the long-term success of the Corporation by strengthening the ability of the Corporation to attract and retain highly competent employees and by promoting greater alignment of interests between executives and shareholders in the creation of long-term shareholder value.. Options may be granted at the discretion of the Board to eligible optionees (the “**Optionees**”) under the Option Plan.

Until the Corporation completes its Qualifying Transaction and ceases to be a CPC, all stock options granted under the Option Plan will be subject to the terms and conditions of CPC Policy.

Eligible Optionees

Under the policies of the Exchange and subject to CPC Policy, to be eligible for the issuance of a stock option under the Option Plan an Optionee must either be a bona fide director, officer or employee, a consultant, or an employee of a company providing management or other services to the Corporation or a subsidiary at the time the option is granted.

Options may be granted only to an individual or to a non-individual that is wholly owned by individuals eligible for an option grant. If the option is granted to a non-individual, it must provide the Exchange with an undertaking that it will not permit any transfer of its securities, nor issue further securities, to any individual or other entity as long as the option remains in effect, without the consent of the Exchange and the Corporation.

Material Terms of the Option Plan

The following is a summary of the material terms of the Option Plan:

- (a) for stock options granted to employees or service providers (inclusive of management company employees), the Corporation must ensure that the proposed Optionee is a bona fide employee or service provider (inclusive of management company employees), as the case may be, of the Corporation or any subsidiary;
- (b) no Optionee can be granted an option or options, together with all other share compensation arrangements, that would result in the Optionee holding options to purchase more than 5% of the outstanding listed shares of the Corporation in any one year period, unless disinterested shareholder approval is obtained;
- (c) no options will be granted under the Option Plan to any person providing Investor Relations Activities until the Corporation ceases to be a CPC, and upon ceasing to be a CPC, no option will be granted to a person providing Investor Relations Activities, unless the Corporation issues a news release at the time of grant of options to an Optionee engaged in Investor Relations Activities;
- (d) options granted to technical consultants cannot exceed 2% of the issued and outstanding shares of the Corporation in any one year;
- (e) subject to a minimum exercise price of \$0.10 per Common Share, the minimum exercise price of an option granted under the Option Plan must not be less than the Market Price (as defined in the policies of the Exchange);
- (f) any Common Shares acquired pursuant to the exercise of options prior to the completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.;
- (g) all options granted under the Option Plan are non-assignable and non-transferable and exercisable for a period of up to 5 years; and
- (h) options will expire on the later of the day which is 12 months after completion of the Qualifying Transaction and 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option) after the date the Optionee ceases to be employed by or provide services to the Corporation, and only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Corporation.

As long as the Corporation remains a “capital pool company” under the policies of the Exchange, the Corporation is subject to the requirements applicable to “capital pool companies,” including the limitation that the total number of Common Shares which may be reserved under option for issuance cannot exceed 10% of the Common Shares outstanding as at the closing of the Corporation’s initial public offering.

A copy of the Option Plan is available under the Corporation’s SEDAR profile at www.sedar.com.

Refer to heading below **PARTICULARS OF MATTERS TO BE ACTED UPON – Ratification of Share Option Plan.**

Employment, consulting and management agreements

The Corporation has no agreements, compensatory plans or arrangements with any of its NEOs and/or directors under which compensation was provided to such persons for the period from incorporation on July 16, 2021 until December 31, 2021.

Oversight and description of director and NEO compensation

The Board is responsible for determining compensation for the officers and non-executive directors of the Corporation.

The Corporation is a “capital pool company” or “CPC” in accordance with Exchange policies and, at present, does not conduct any active business operations. Until such time as a “Qualifying Transaction” as defined in the Exchange policies has been completed, no compensation will be paid to any NEOs or directors.

Pension Disclosure

The Corporation has no defined benefit, defined contribution, pension, retirement, deferred compensation or actuarial plans for the NEOs or directors of the Corporation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out equity compensation plan information as December 31, 2021:

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans to be approved by securityholders - (the Option Plan)	Nil	N/A	736,000
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	Nil	N/A	736,000

Actions, Decisions or Policies Made After December 31, 2021

- On April 8, 2022, the Corporation filed an Amended and Restated Prospectus and subsequently completed its initial public offering and listing on the TSX Venture Exchange effective April 26, 2022.
- On April 26, 2022 in conjunction with the closing of the IPO, the Corporation issued an aggregate of 2,736,000 stock options to purchase 2,736,000 common share at a price of \$0.10 until April 26, 2027 (refer to “Stock Options and Other Compensation Securities” above).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation or have any indebtedness that is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation, as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Corporation, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction (other than solely in such person’s capacity a Shareholder) which has materially affected or would materially affect the Corporation during the period from incorporation on July 16, 2021 until December 31, 2021, or has any interest in any material transaction in the current year or as of the date hereof.

MANAGEMENT CONTRACTS

The business of the Corporation is managed by its directors and officers and the Corporation has no management agreement with persons who are not officers or directors of the Corporation

PARTICULARS OF MATTERS TO BE ACTED UPON

Items of Business

1. Financial Statements – see page 4 above;
2. Election of Directors – see pages 4-5 above;
3. Appointment of Auditor – see page 6 above; and
4. Ratification of the Corporation’s Share Option Plan – see below.

Ratification of the Option Plan

The Corporation has an Option Plan dated for reference August 16, 2021 (the “**Option Plan**”). The Option Plan is a rolling plan. Under the Option Plan, options totalling a maximum of 10% of the Common Shares issued at the time of the Prospectus Offering are available for grant.

To comply with the policies of the Exchange covering “rolling” option plans, continued grants under the Option Plan must be approved annually by the shareholders of the Corporation. At the Meeting shareholders will be asked to ratify and approve the Option Plan for continuation until the next annual general meeting of the Corporation.

As at April 26, 2022, the close of the Prospectus Offering, there were 27,360,000 Common Shares issued and outstanding. Accordingly, under the Plan the Corporation has the authority to grant options to purchase up to a total of 2,736,000 Common Shares.

See “*Stock Options and Other Incentive Plans*” above for a summary of the materials terms of the Option Plan.

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and vote on an ordinary resolution to ratify, confirm and approve the continuation of the Option Plan, with or without variation, as follows:

“**RESOLVED** as an ordinary resolution, that:

- (1) the continuation of the Option Plan dated for reference August 16, 2021, be ratified and approved until the next annual general meeting of the Corporation;
- (2) the number of Common Shares of the Corporation reserved for issuance under the Option Plan shall not exceed 10% of the Corporation’s issued and outstanding common shares;
- (3) to the extent permitted by law, the Corporation be authorized to abandon all or any part of the Option Plan if the Board deems it appropriate and in the best interest of the Corporation to do so; and
- (4) any one or more directors and officers of the Corporation be authorized to perform all such acts, deeds and things and execute, under seal of the Corporation or otherwise, all such documents as may be required to give effect to this resolution.”

An ordinary resolution is a resolution passed by the shareholders of the Corporation at a general meeting by a simple majority of the votes cast in person or by proxy.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the continuation of the Option Plan.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Corporation for the period from incorporation on July 16, 2021 until December 31, 2021 and in the related management’s discussion and analysis (together, the “**Financial Statements**”). Copies of the Financial Statements will be available on www.sedar.com and will be available at the Meeting.

Additional information relating to the Corporation is available as filed on www.sedar.com and upon request from the Corporation’s Corporate Secretary at 180 Bay Street, Suite 4400 Toronto, Ontario M5J 2T3 Telephone: (450) 677-2065,

Email: cplante@stcharlesresources.com. Copies of documents will be provided free of charge to Shareholders. The Corporation may require the payment of a reasonable charge from any person or company who is not a security holder of the Corporation, who requests a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Circular.

The contents of this Circular and its distribution to Shareholders have been approved by the Board.

APPROVED by the Board, this 12th day of December, 2022.

BY ORDER OF THE BOARD

(signed) James A. Crombie

James A. Crombie
President and Chief Executive Officer