

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

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the shareholders (the “**Meeting**”) of St Charles Resources Inc. (the “**Corporation**”) will be held at 1111 St-Charles St. West, West Tower, Suite 101, Longueuil, Quebec, J4K 5G4, on January 16, 2023 at 10:00 A.M. (Local Time).

The Meeting is to be held for the following purposes:

1. to receive and consider the audited financial statements of the Corporation together with the auditor’s reports thereon for the period for the period from incorporation on July 16, 2021 to December 31, 2021;
2. to fix the number of directors of the Corporations Board of Directors (the “**Board**”) at five;
3. to elect the directors to serve until the next annual general meeting of the shareholders of the Corporation or until their successors are duly elected or appointed;
4. to consider and, if thought appropriate, to pass an ordinary resolution appointing Raymond Chabot Grant Thornton LLP, as the Corporation’s auditor for the ensuing year;
5. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution ratifying and approving the Corporation’s stock option plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”); and
6. to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or at any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.**

**NOTE OF CAUTION Concerning COVID-19 Outbreak**

At the date hereof the Corporation intends to hold the Meeting at the location stated in the Notice of Meeting. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak (“COVID-19”), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in this Information Circular. The Corporation reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Corporation will announce any and all changes by way of news release filed under the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Please check the Corporation’s SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Corporation will **not** prepare or mail amended Meeting Proxy Materials.

**DATED** at Toronto, Ontario, on December 12, 2022.

**By Order of the Board of Directors of St Charles Resources Inc.**

(signed) "*James A. Crombie*"

James A. Crombie  
President and Chief Executive Officer