

**ST CHARLES RESOURCES INC.**  
**333 Bay Street, Suite 2400**  
**Toronto, Ontario M5H 2T6**

**NOTICE OF SPECIAL MEETING OF COMMON SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** a special meeting of the shareholders (the “**Meeting**”) of St Charles Resources Inc. (the “**Corporation**”) will be held at 333 Bay Street, Suite 2400, Toronto, Ontario M5H 2T6 on April 26, 2023 at 9:00 a.m. (EST Time).

The Meeting is to be held for the following purposes:

1. to consider and, if thought appropriate, to approve, with or without variation, a special resolution, the full text of which is set out in Schedule “A” to the accompanying management information circular (the “**Information Circular**”), authorizing the amendment of the articles of incorporation of the Corporation to consolidate the issued and outstanding common shares of the Corporation (the “**Common Shares**”), on the basis of 1 post-consolidation Common Share for every 3 pre-consolidation Common Shares, or such other lower consolidation ratio as the board may determine advisable (the “**Consolidation Ratio**”);
2. to consider and, if thought appropriate, to approve, with or without variation, a special resolution, the full text of which is set out in Schedule “B” to the Information Circular, authorizing the amendment of the articles of incorporation of the Corporation to effect the change of the Corporation’s name to “BULGOLD Inc.” or such other name as the board of directors of the Corporation, in its sole discretion, deems appropriate or as may be required or permitted by applicable regulatory authorities; and
3. to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly be brought before the Meeting or 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.**

**DATED** at Toronto, Ontario, on March 27, 2023.

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

(signed) “*Sean Hasson*”

Sean Hasson  
President and Chief Executive Officer