



April 7, 2022

Ontario Securities Commission  
British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
TSX Venture Exchange

Dear Mesdames/Sirs:

**Re: St Charles Resources Inc. (the “Corporation”)  
SEDAR Project No. 03312798**

In connection with the amended and restated final prospectus dated April 7, 2022 (the “**Amended and Restated Final Prospectus**”), amending and restating the Corporation’s final prospectus dated February 8, 2022 (the “**Final Prospectus**”), we hereby consent to the reference to our name on page iv of the Amended and Restated Final Prospectus and under the headings “*Relationship Between the Corporation and Professional Persons*” and to the reference to our legal opinion (the “**Opinion**”) under the heading “*Eligibility for Investment*”.

In addition, we have read the Amended and Restated Final Prospectus and we have no reason to believe that there are any misrepresentations in the information contained in the Amended and Restated Final Prospectus that are (i) derived from our Opinion, or (ii) within the knowledge of the undersigned as a result of the services performed by the undersigned in connection with the Opinion.

Yours very truly,

“*McMillan LLP*”

McMillan LLP