

Auditor's Consent

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

Raymond Chabot
Grant Thornton LLP
Suite 2000
National Bank Tower
600 De La Gauchetière Street West
Montréal, Quebec
H3B 4L8

T 514-878-2691

We refer to the Amended and Restated Prospectus of St Charles Resources Inc. (hereinafter the "Company"), dated April 7, 2022, relating to the sale and issue of a minimum of 5,000,000 common shares for total gross proceeds to the Company of \$500,000 and a maximum of 20,000,000 common shares for total gross proceeds to the Company of \$2,000,000.

We consent to being named and to the use, in the above-mentioned Prospectus, of our report dated February 3, 2022, except as to Note 11 a), which is as of April 1, 2022, to the shareholders of the Company on the following financial statements:

- Statement of financial position as at December 31, 2021;
- Statement of net loss and comprehensive loss, statement of changes in shareholders' equity and statement of cash flows for the initial 168-day period from incorporation (July 16, 2021) to December 31, 2021, and a summary of significant accounting policies and other explanatory information.

We report that we have read the Prospectus and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the prospectus as these terms are described in the *CPA Canada Handbook – Assurance*.

Raymond Chabot Grant Thornton LLP¹

Montréal
April 7, 2022

¹ CPA auditor, CA public accountancy permit no. A127023