

**“GEARLY WARNING REPORT
RELATING TO THE ACQUISITION OF SECURITIES IN THE CAPITAL OF
ROVER CRITICAL MINERALS CORP.**

The undersigned hereby certifies:

1. Security and Reporting Issuer:

1.1 Common Shares

Rover Critical Minerals Corp. (the “**Issuer**”)
Suite 908, 938 Howe Street
Vancouver, BC V6Z 1N9

1.2 The Issuer’s common shares (the “**Common Shares**”) are listed for trading on the TSX Venture Exchange under the symbol “ROVR”.

2. Identity of the Acquiror

2.1 Wealins S.A. (the “**Acquiror**”)

12 rue Leon Laval
L-3372 Leudelange – GD de Luxembourg

2.2 On May 21, 2024, Issuer completed a private placement (the “**Private Placement**”) of units (the “**Units**”) at a price of \$0.03 per Unit. Each Unit consisted of one (1) Common Share and one (1) Common Share purchase warrant (the “**Warrants**”). Each Warrant entitles the holder to acquire an additional Common Share at a purchase price of \$0.05/share for a period of three (3) years following the date of issuance. Gunnar Pedersen, through his account at Wealins S.A., an account controlled by the Gunnar Pedersen, acquired an aggregate of 10,000,000 Units in the Private Placement for consideration of \$300,000.

Prior to the closing of the Private Placement, Gunnar Pedersen, the beneficiary of the Acquiror beneficially owned, or had control and direction over, 3,750,000 Common Shares, 3,750,000 Warrants and 500,000 stock options (the “**Options**”). Subsequent to the First Closing of the Private Placement, Gunnar Pedersen beneficially owns or controls, directly or indirectly, an aggregate of 13,750,000 Common Shares, and 13,750,000 Warrants and 500,000 options. If Gunnar Pedersen were to exercise all of the Warrants and Options controlled by him, he would obtain ownership and control over a total of 28,000,000 Common Shares of the issued and outstanding Common Shares on a partially diluted basis (i.e., assuming the exercise of only Gunnar Pedersen’s convertible securities). However, Gunnar Pedersen’s warrant certificates do have legends such that he undertakes not to become a control person by way of the exercise of his warrants.

2.3 N/A

3. Interest in Securities of the Reporting Issuer

3.1 See Item 2.2 above.

- 3.2 See Item 2.2 above.
- 3.3 N/A
- 3.4 See Item 2.2 above.
- 3.5 See Item 2.2 above.
- 3.6 N/A
- 3.7 N/A
- 3.8 N/A

4. Consideration Paid

- 4.1 See Item 2.2 above.
- 4.2 See Item 2.2 above.
- 4.3 N/A

5. Purpose of the Transaction

While the Acquiror currently has no plans or intentions with respect to its Common Shares, depending on market conditions, general economic and industry conditions, trading prices of the Common Shares, the Issuer's business, financial condition and prospects and/or other relevant factors, the Acquiror may develop such plans or intentions in the future and, at such time, may from time to time acquire additional Common Shares, dispose of some or all of the existing or additional Common Shares or may continue to hold the Common Shares.

6. Agreements, Arrangements, Commitments or Understandings with Respect to Securities of the Reporting Issuer

N/A.

7. Change in Material Fact

N/A.

8. Exemption

N/A.

9. Certification

I, as the acquirer, certify, or I, as the agent filing this report on behalf of an acquirer, certify to the best of the knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: May 21, 2024

Signature: "Gunnar Pedersen" /s/

Name/Title: Gunnar Pedersen