FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1. Security and Reporting Issuer

1.1. State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares ("**Shares**") of:

Resouro Strategic Metals Inc. (the "**Issuer**")
1200 Waterfront Centre
200 Burrard Street
Vancouver, BC, V7X 1T2

1.2. State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The transactions referred to in this report took place as a result of a initial public offering of 16,000,000 common shares in the capital of the Issuer ("**Common Shares**") through the facilities of the Australian Securities Exchange at a purchase price of CAD$0.45 (AUD$0.50) per Common Share for gross proceeds of CAD$7,200,000 (AUD$8,000,000) (the "**Offering**").

Item 2. Identity of the Acquiror

2.1. State the name and address of the acquiror.

Regal Funds Management Pty Limited (the "**Acquiror**")
Level 47, Gateway, 1 Macquarie Place
Sydney NSW 2000
Australia

2.2. State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On June 11, 2024 (the allotment date), the Acquiror acquired 2,613,086 Common Shares at a price per Common Share of CAD$0.45 (AUD$0.50) and an aggregate purchase price of CAD$1,175,888.70 (AUD$1,306,543), and 86,914 related financial instruments (equity swaps) at a price per Common Share of CAD$0.45 (AUD$0.50) and an aggregate purchase price of CAD $39,111.30 (AUD$43,457) (the "**Acquisition**"). The Acquisition took place as a result of the closing of the Offering described in Item 1.2, above.

2.3. State the names of any joint actors.

Not applicable.

Item 3. Interest in Securities of the Reporting Issuer

3.1. State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

Prior to the Acquisition, the Acquiror owned, directly or indirectly, or exercised control or direction over, 7,381,471 Common Shares in the Issuer, representing approximately 9.67% of the Issuer's issued and outstanding Common Shares.

As a result of the Acquisition, the Acquiror now owns directly or indirectly, or exercises control or direction over, 9,994,557 Common Shares, representing approximately 10.82% of the Issuer's issued and outstanding Common Shares. The Acquiror also holds 86,914 related financial instruments (equity swaps), which represents economic exposure to approximately 0.09% of the Issuer's issued and outstanding Common Shares.

3.2. State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

See Item 3.1.

3.3. If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4. State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1.

3.5. State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

the Acquiror owns directly or indirectly, exercises control or direction over, or has economic exposure to, all of the securities described above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6. **If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

See Item 3.1.

3.7. **If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8. **If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4. **Consideration Paid**

4.1. **State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

See Item 2.2 above.

4.2. **In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 2.2 above.

4.3. **If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5. **Purpose of the Transaction**

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.

The Shares and related financial instruments were acquired for investment purposes.

Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

(c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

(d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

(e) a material change in the present capitalization or dividend policy of the reporting issuer;

(f) a material change in the reporting issuer's business or corporate structure;

(g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;

(h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

(i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

(j) a solicitation of proxies from securityholders;

(k) an action similar to any of those enumerated above.

The Acquiror acquired the Common Shares and related financial instruments for private investment purposes and may increase or decrease its beneficial ownership or control over securities of the Issuer as circumstances or market conditions warrant.

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

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such

securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7. Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8. Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9. Certification

The acquiror must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or their authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

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

Dated as of this 13th day of June, 2024.

REGAL FUNDS MANAGEMENT PTY LIMITED

Per: Signed "*Ian Cameron*"
Authorized Signatory