

FORM 62-103F3

REPORT UNDER PART 4 OF NATIONAL INSTRUMENT 62-103

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.

This report relates to the common shares ('Shares') in the capital of Star Royalties Ltd. (the 'Issuer').

18 King Street East, Suite 902, Toronto, Ontario, Canada, M5C 1C4.

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.

TSX Venture Exchange ('TSXV')

Item 2 – Identity of the Eligible Institutional Investor

2.1 State the name and address of the eligible institutional investor.

ICM Limited ('ICM'), 34 Bermudiana Road, Hamilton, HM11, Bermuda.

ICM Limited acts as discretionary investment manager for Zeta Resources Limited (the 'Fund'). For the purposes of this report, ICM indicates the aggregated interest held by the fund. ICM does not itself own any securities of the issuer but exercises control or direction over certain securities of the issuer (as indicated in item 3.2 below) as the investment manager of the Fund.

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.

The requirement to file this report was triggered on the 30th July 2024, when ICM, on behalf of the Fund, acquired 379,500 Shares through open market transactions on the TSXV.

2.3 State the name of any joint actors.

The Fund is a joint actor of ICM with respect to the securities of the Issuer.

2.4 State that the eligible institutional investor is eligible to file reports under Part 4 in respect of the reporting issuer.

ICM is eligible to file reports under part 4 of National Instrument 62-103 ('NI 62-103') in respect of the Issuer

Item 3 –Interest in Securities of the Reporting Issuer

3.1 State the designation and the net increase or decrease in the number or principal amount of securities, and in the eligible institutional investor's security holding percentage in the class of securities, since the last report filed by the eligible institutional investor under Part 4 of the early warning requirements.

Since the last report filed by ICM on the 9th August 2021, ICM, on behalf of the Fund, has acquired an aggregate 2,967,500 Shares, representing an increase of 2.8% of the issuers 77,414,084 issued and outstanding Shares ('Outstanding Shares').

3.2 State the designation and number or principal amount of securities and the eligible institutional investor's security holding percentage in the class of securities at the end of the month for which the report is made.

As at 09 August 2024, ICM, on behalf of the Fund, exercised control and direction over 12,118,800 Shares, representing 15.7% of the issued and outstanding Shares of the Issuer.

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 percentage of outstanding securities of the class of securities to which this report relates and over which

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

ICM Limited exercises control or direction, but not ownership, over all the Shares referred to in item 3.1 above on behalf of the Fund over which it has discretionary trading authority. ICM Limited specifically disclaims any beneficial ownership of the securities referred to herein. See also response to Items 2.1 and 3.2 above.

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

Not applicable

- (c) **the eligible institutional investor, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable

- 3.5 If the eligible institutional investor 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 eligible institutional investor's security holdings.**

Not applicable

- 3.6 If the eligible institutional investor 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. State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable

- 3.7 If the eligible institutional investor 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 eligible institutional investor'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 – Purpose of the Transaction

State the purpose or purposes of the eligible institutional investor and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the eligible institutional investor and any joint actors may have which relate to or would result in any of the following:

The Shares were acquired in the ordinary course of business, for investment purposes only and not for the purpose of exercising control or direction over the Issuer.

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

The Shares and STRR Warrants were acquired for investment purposes only and not for the purpose of exercising control or direction over the issuer.

Depending on market conditions and other factors, ICM Limited, on behalf of the fund, may in the future increase or decrease their ownership, control or direction over the Shares and STRR Warrants through market transactions, private agreements or otherwise.

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

Not applicable

- (c) 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;**

Not applicable

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

Not applicable

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

Not applicable

- (f) 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;**

Not applicable

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

Not applicable

- (h) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

Not applicable

- (i) a solicitation of proxies from securityholders;**

Not applicable

- (j) an action similar to any of those enumerated above.**

Not applicable

Item 5 – 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 eligible institutional investor 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, puts or calls, 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.

ICM acts as discretionary investment manager of the Fund. There are no other agreements, arrangements, commitments or understandings between ICM and the Fund with respect the Shares.

Item 6 – Change in Material Fact

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

Not applicable

Item 7 – Certification

Certificate

The undersigned, as the eligible institutional investor, or the undersigned, as the agent filing this report on behalf of the eligible institutional investor, certifies to the best of its knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated 09 August 2024



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Name: Alasdair Younie

Title: Director ICM Limited