

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.

This report relates to common shares ("**Shares**") of EDM Resources Inc. ("**EDM**"). EDM's head office is located at Suite 1301, 1959 Upper Water St., Halifax, Nova Scotia, B3J 3N2, Canada.

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 Acquiror

2.1 State the name and address of the acquiror.

Neil S. Subin, in the capacities stated herein
2336 S.E. Ocean Boulevard
Suite 400
Stuart, Florida 34996 U.S.A.

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 April 11, 2024 Mr. Subin disposed of control or direction over 160,000 Shares through market dispositions over the exchange listed in Item 1.2. Mr. Subin disposed of the foregoing Shares through Miller Family Education and Medical Trust ("**EDMET**"), Susan F. Miller Spousal Trust A-4 ("**SUSAN A-4**"), LIM III Estate, LLC ("**LIM Estate**"), LIMFAM LLC ("**LIMFAM**"), MILFAM III LLC ("**M3**"), MBM Trust A-4 ("**MBM**"), Catherine C Miller Estate ("**CATHERINE**"), and MILFAM II L.P. ("**M2**").

2.3 State the names of any joint actors.

Mr. Subin may be deemed to have assumed control or direction of the Shares held by the following entities and accounts as a result of the roles described herein. Mr. Subin does not personally hold any pecuniary or beneficial interest in the Shares.

EDMET, a Delaware trust of which Mr. Subin is Trustee.

SUSAN A-4, a Delaware trust of which Mr. Subin is Trustee.

LIM Estate, a Delaware limited liability company in respect of which Mr. Subin is the manager

LIMFAM, a Delaware limited liability company in respect of which Mr. Subin is the manager.

M3, a Delaware limited liability company in respect of which Mr. Subin is the manager.

MBM, a Delaware trust of which Mr. Subin is the manager of the Investment Advisor.

CATHERINE, an estate of which Mr. Subin is the co-executor.

M2, a Delaware partnership of which Mr. Subin is the managing member of the general partner.

For the above listed entities, the address is: 2336 S.E. Ocean Boulevard, Suite 400, Stuart, FL, USA 34996. The principal business for the above listed entities is investing.

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.

Mr. Subin disposed of control or direction over 160,000 Shares of EDM.

Prior to the dispositions, Mr. Subin had control or direction over 742,000 Shares through the above entities. As a result of treasury issuances by EDM that took place before Mr. Subin's dispositions, Mr. Subin's securityholding percentage decreased from 18.83% of the Shares to 3.09% of the Shares. Following the dispositions, Mr. Subin's securityholding percentage decreased to 2.42% of the 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.

Mr. Subin disposed of control or direction over 160,000 shares.

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.

Immediately prior to the transaction described herein, Mr. Subin had ownership, control or direction over an aggregate of 742,000 Shares representing approximately 3.09% of the issued and outstanding Shares (as reported by EDM) through:

Entity	Beneficially Owned and Controlled Common Shares	Percentage of Issued and Outstanding Common Shares of Genesis
EDMET	47,818	0.20%
SUSAN A-4	47,817	0.20%
CATHERINE	6,200	0.03%
LIMFAM	224,200	0.93%
LIM Estate	16,500	0.07%
M2	302,430	1.25%
MBM	95,635	0.40%
M3	1,400	0.01%
Total	742,000	3.09%

Immediately after the transaction described herein, Mr. Subin had control or direction over an aggregate of 582,000 Shares, representing approximately 2.42% of the issued and outstanding Shares (as reported by EDM) through:

Entity	Beneficially Owned and Controlled Common Shares	Percentage of Issued and Outstanding Common Shares of Genesis
EDMET	37,318	0.16%
SUSAN A-4	37,317	0.16%
CATHERINE	4,700	0.02%
LIMFAM	175,700	0.73%
LIM Estate	13,000	0.05%
M2	237,930	0.99%
MBM	75,135	0.31%
M3	900	0.00%
Total	582,000	2.42%

35 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 3.1 over which the acquiror, either alone or together with any joint actors, has ownership and control,

See table in Item 3.4.

(a) 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.

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

Not applicable.

- 36** 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.

Not applicable.

- 37** 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.

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

Not applicable.

- 38** 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.

The 160,000 Shares were disposed of at an average price of CDN\$0.18 per Share, for a total consideration of CDN\$28,800.00.

- 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.

Not applicable.

- 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. 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.

Mr. Subin and his joint actors sold the shares as part of their normal investment activities. Depending on the evolution of EDM's business, financial condition, the market, if any, for EDM's securities, general economic conditions and other factors, Mr. Subin and his joint actors may acquire additional securities of Genesis or sell some or all of the securities they hold, in the open market, by private agreement or otherwise, subject to their availability at attractive prices, market conditions and other relevant factors. Mr. Subin currently has no other plans or intentions that relate to or would result in the matters listed in clauses (a) to (k) above. Depending on market conditions, EDM's business and financial condition and other factors, Mr. Subin may develop such plans or intentions in the future.

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

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

April 22, 2024
Date

(signed) "Neil S. Subin"
Signature

Neil S. Subin
Name/Title*

*Capacity indicated in Item 2.3 with respect to each of the Miller Entities