

February 16, 2022

PRIVATE AND CONFIDENTIAL

Western Star Resources Inc.
800 W Pender St., Suite 615
Vancouver, BC
V6C 2V6

Re: Transfer Agent, Subscription Receipt Agent and Escrow Agent Services for Western Star Resources Inc.
("Western Star")

Dear Western Star:

Marrelli Trust Company Limited is pleased to offer the following services to you, assuming one securityholder register and one class of securities. The objective of this Agreement is to confirm our understanding of your service requirements and assist you in identifying any aspects requiring further negotiation.

Primary Services

1. Transfer Agent and Register
2. Subscription Receipt Agent
3. Escrow Agent
4. Warrant Agent

Fee Schedule

Onboarding Fee:	\$790 plus HST (includes loading of securityholder lists and generation of common share certificate template)
Monthly Maintenance Fee:	Up to 99 registered shareholders = up to \$165/month plus HST. <i>Waiving of monthly maintenance fee until public.</i>
Subscription Receipt Agent Fee:	\$2500 plus HST for appointment as Subscription Receipt Agent. \$500 plus HST for creation of escrow account for funds pending closing.
Escrow Agent Fee:	\$2,975 plus HST
Warrant Agent Fee:	\$850 plus HST

Includes:

- Acting as transfer agent for common shares, access and connection to CDS depository services for beneficial holders, access to online services for your client and its securityholders and one dedicated point of contact to assist with your clients' inquiries. Services also include maintaining capital control reports, share certificate inventory, "stop transfer" notations, proper receipt, record and screening of transfer documentation when presented and effective share transfer within 48 business hours. Compliance in accordance with anti-terrorism and anti-money laundering regulations and cost basis records on our system.

Out of Power Expenses and Other Service Sots:

The above retainer excludes activity-based service fees (see attached Schedule) and all out-of-pocket costs and direct expenses such as postage, courier, travel, stationary, photocopying and external legal counsel. Additional services not specifically covered in this Agreement or the attached Schedule, when requested by the Company, will be charged at the prevailing hourly rates in effect at the time of the request.

Payment:

- The monthly maintenance fee will be invoiced monthly in arrears along with any activity-based service fees, out-of-pocket expenses and applicable taxes, and such invoice will be payable within 30 days.
- Interest at 2% per month will be charged on any unpaid balances over 30 days.
- Overdue accounts may be suspended I the outstanding invoiced amount is not received within 60 days from invoice date.

Terms:

- Marrelli Trust Company Limited reserves the right to revise the above fee schedule upon receipt and review of your final documentation.
- This Agreement will form part of the final Service Agreement as Schedule "D" thereto.
- The monthly maintenance fee is subject to annual review and posted fee schedules are subject to review at any time, changes will be implemented with a minimum of 30 days' prior written notice.
- In the event of a material change to a client's shareholder base, Marrelli Trust will provide written notice of the applicable increase in the client's monthly maintenance fee and such change will apply to the following month.

If you have any questions, please do not hesitate to contact me directly.

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Best regards,



Taylor Dignan
President and CEO
Marrelli Trust Company Limited
P: 604-417-4951
E: tdignan@marrellitrust.ca

APPROVED AND AGREED this 16 day
of February, 2022.

WESTERN STAR RESOURCES INC.

Per: 

Authorized Signatory

SCHEDULE "A"

SCHEDULE OF FEES

[see following pages]



Service Offering and Fee Schedule
Effective November 1, 2020

Corporate Trust Services

COLLATERAL TRUSTEE & SUBSCRIPTION SERVICES

Acceptance Fee – includes all services relating to the review of the draft Subscription Receipt Agreement and the giving of comments thereon to legal counsel, the attendance at closing, acceptance of the appointment and the set-up of the administration of the agreement. (Up to 10 hours, after that at \$350/hour)	\$2,500.00
Electronic Closing with CDS (If required)	\$170.00
Annual Retainer Fee as subscription agent, for each year or part thereof, including the set-up of the register of holders.	Nil
Transactional Activity: Maintenance of the Register, Issuance Fees, Transfers and Legal Transfers, Adding Legends (Restrictions), etc.	According to our published Service Offering and Fee Schedule
Conversion of Subscription Receipts, per certificate	\$25.00
Each additional deposit of monies whether as income attributable to the escrowed property or as required by the agreement	\$75.00
Review of documentation, according to the Agreement supporting the deposit/withdrawal of funds, each	\$80.00
Disbursements, each subject to a minimum of \$320 <ul style="list-style-type: none"> • each cheque • each EFT, wire transfer or certified cheque 	\$3.15 \$75.00
Opening of segregated account, account reconciliation <ul style="list-style-type: none"> • Segregated • Marrelli Trust Company Limited's Trust Account 	\$250.00 \$160.00
Cash and Investment Services	Three (3) basis points/year of the Funds deposited, subject to a minimum of \$250.00 per month. This includes the settlement of one (1) purchase/sale per month.
Each additional monthly settlement of purchase/sale	\$55.00
Mailings to holders of Subscription Receipts	According to our published Service Offering and Fee Schedule
Bank Fees associated with any Incoming/Outgoing Wires	As per bank
Compliance with OSFI – 525 reporting under 82.11 of the Criminal Code and other Regulations and Resolutions concerning Anti-Money Laundering and Terrorist Financing Legislation, per year, or part thereof.	\$300.00

Corporate Trust Services

ESCROW SERVICES

Acceptance Fee	\$2,125.00
Administration	\$850.00
Annual Retainer as Escrow Agent	\$500.00
Escrow Release per Certificate	\$50.00
Transfers within Escrow	\$100.00

VOTING TRUST SERVICES

Quotations are available on request

WARRANT & RIGHT SERVICES

Acceptance Fee	\$850.00
Monthly Maintenance Fee - For each issuer with	Per Month
0-25 Holders	\$40.00
26-50 Holders	\$85.00
51-100 Holders	\$165.00
101-250 Holders	\$205.00
251-500 Holders	\$245.00
501-1,000 Holders	\$315.00
1,001 – 2,000 Holders	\$370.00
2,001 – 3,000 Holders	\$435.00
3,001 – 4,000 Holders	\$590.00
4,001 – 5,000 Holders	\$705.00
5,001 – 10,000 Holders	\$858.00
More than 10,000 Holders	\$0.15/Security Holder
Additional Warrant/Right Class (per Class)	\$170.00
Exercise of Warrant/Right	\$42.50
Electronic Closing	\$170.00

OTHER CORPORATE ACTIONS AND TRUST SERVICES

Quotations are available on request and include the following services:

- Preparation for and attendance at closings of financing transactions
- Remote certificate delivery service
- Acquisitions, mergers, name change, share consolidations, stock splits & dividends

Professional and consulting services in connection with other services will be charged at hourly rates ranging from \$125 to \$350 depending on the level of staff required to fulfill the requirements.

Registrar & Transfer Services

STOCK TRANSFER SERVICES

Monthly Maintenance of Registered Securityholder Records

For each issuer with	Per Month
0-25 Holders	\$40.00
26-50 Holders	\$85.00
51-100 Holders	\$165.00
101-250 Holders	\$205.00
251-500 Holders	\$245.00
501-1,000 Holders	\$315.00
1,001 – 2,000 Holders	\$370.00
2,001 – 3,000 Holders	\$435.00
3,001 – 4,000 Holders	\$590.00
4,001 – 5,000 Holders	\$705.00
5,001 – 10,000 Holders	\$858.00
More than 10,000 Holders	\$0.15/Security Holder

Our monthly fee includes maintenance of names, addresses, number of securities and certificates registered to holders, and historical records housed in our security management system. Retainer of \$1,500 to be applied to future billing.

Initial Service Fees

- Execution of agreements & communication with issuer and counsel and set up of document files and system records \$500.00.
- Upload of small Shareholders List - \$ 250.00. Upload of Large Shareholders List - \$ 500.00

Transaction Fees

Issuance Fees	Per Certificate/Posting
NCI Postings – Electronic transfers between CDS participants	\$1.00/posting
Transfer Fee (Counter)	\$4.90/certificate
Transfer Fee (Mail)	\$7.00/certificates
Cancellation of Certificates	\$8.50/certificate

Treasury Directions

Issuance -Treasury Includes up to 5 certificates (from or return)	\$72.00
Additional certificates	\$5.85/certificate
Conversions & Redemptions	\$72.00
Legends additional	\$9.80/legend
Rush additional - (Less than 24 hours or more than ten (10) certs in less than 48 hours)	\$9.80/certificate
Restricted CUSIP	\$170.00/issue

Generic Certificates or DRS Transaction Advice & Statement

Set-Up	\$290.00
Per Certificate or DRS Advice Statement	\$0.85

Additional Issuances

Estate Transmissions	\$72.00/certificate
Lost Share Certificate Replacement	\$72.00/certificate
Legal Transfer	\$72.00/certificate
Restrictive Legend Removal	\$72.00/certificate
Stop Transfer Order – Placement or Removal	\$72.00/certificate

Direct Registration Services (DRS) are provided at the same rate as certificate transactions.

Registrar & Transfer Services

SHAREHOLDER COMMUNICATION SERVICES

Notice of Meeting and Search Requests

Assist clients with establishing meeting dates and distribution to beneficial securityholders, including notification to CDS (if applicable), conducting searches, and communicating with various financial institutions and regulators.

\$375.00

Notice-And-Access

Full package mailing coordination, fulfillment, and document Webhosting (one year from date of mailing).

\$465.00

Mailing: Registered Securityholder (per enclosure)

Addressing Envelopes, Proxies, or any pertinent information required to fulfill regulatory requirements or communications.

\$0.25 (\$225.00 minimum)

Enclosing

\$0.25

Folding

\$0.10

Matching

\$0.60 (\$110.00 minimum)

Non-Objecting Beneficial Owner (NOBO) and Other Mailings

Fees upon request.

Security Holder Meetings

Ballot Tabulation (per tabulated item)

\$1.05 (\$320.00 minimum)

Certificate/Declaration of Mailing (per original)

\$30.00

Extension of Voting Cut-Off Times

\$170.00

Proxy Tabulation (per tabulated item)

\$1.05(\$320.00 minimum)

Set up - Depository Position

\$235.00

Scrutineer Services – Contentious Securityholder Meeting

Fees upon Request

Scrutineer Services – In Agent City

\$190.00

Scrutineer Services – Out of Agent City

Fees upon Request

Scrutineer Services – Special Securityholder Meetings

\$425.00

Supplemental Mailing Lists

Maintenance of mailing lists, opening new accounts, purging old accounts, per Securityholder account and mailing to securityholders

\$1.05 per Securityholder account mailed (\$310.00 minimum)

Coding of returned mail

\$2.80 per item returned

Surcharges apply when:

- Materials are not delivered to the mailing facility at least two full business days before the mailing date.
- Materials require manual insertion.
- Mailings where the total number of inserts exceeds six (including a reply envelope, if applicable).
- Mailings where the package weight exceeds 500 grams.

Registrar & Transfer Services

CUSIP/ISIN SERVICES

Service Fee	\$50.00
CUSIP Issuance (CAD Incorporated)	\$350.00
CUSIP Issuance (US or Int'l Incorporated)	\$200.00

CDS/DTC pass through CUSIP fees may apply.

REPORT SERVICES

Auditor's Confirmation	\$72.00
Capital Control Report	\$125.00
CDS Holders of Records Report	\$210.00
CDS Participant List	\$140.00
Certified Securityholder List	\$63.00
Certificate Verification/Trackback	\$17.00
Closings	\$255.00
Detailed Journal of Transactions	\$145.00
Formal Issued & Outstanding Confirmation	\$63.00
Letter of Confirmation (For Exchanges)	\$38.00
Transfer Agent Verification Form	\$63.00

OTHER SERVICES FEES

Out-of-Pocket Expenses

All out-of-pocket expenses, fees, and disbursements will be charged to the issuing company. Out-of-pocket expenses are billed inclusive of a surcharge for the management, inventory, administration, and recovery of such costs. These expenses include the following: courier, delivery, insurance of certificate delivery, fax, printing costs, photocopies, telephone, stationary, generic certificate use or DRS Advice paper, record storage, CDS meeting publication charges, Broadridge beneficial holder report (NOBO lists) charges, legal fees, travel, and bank charges.

Terms

All fees and expenses are invoiced monthly, and payment is due upon receipt. Interim or estimated invoices will be rendered for fees and out-of-pocket costs depending upon the amounts involved and the services provided.

Interest on Unpaid Bills

Any unpaid balances will be charged an interest of two percent (2.0%) per month, and services may be withdrawn if the account is 60 days in arrears.

Service Fees

Other services are charged to those who present transactions and requests, outside of the issuer's fee.

These include affixing or removing legends (restrictions) on transfers; certificate issuance and/or cancellation fees; delivery of certificates; depository participant transactions through CDSX; deposit and withdrawal and rush fees; examination of legal documents (including estate transfer documents) required to support transfer transactions; rejection of transfers due to documentation inadequacies; placement and removal of stop transfer notations; and provision and examination of certificate replacement documents (obtaining surety and effecting replacement).