

# FORM 45-106F1 REPORT OF EXEMPT DISTRIBUTION

## ITEM 1 – REPORT TYPE

New report  
 Amended report      If amended, provide filing date of report that is being amended.    (YYYY-MM-DD)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Investment fund issuer  
 Issuer (other than an investment fund)  
 Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name

If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website  (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

If two or more co-issuers distributed a single security, provide the full legal name(s) of the co-issuer(s).

Full legal name(s) of co-issuer(s)  (if applicable)

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm NRD number.

Full legal name

Firm NRD number        (if applicable)

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Country

Postal code/Zip code

Telephone number

Website  (if applicable)

## ITEM 5 – ISSUER INFORMATION

If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.

NAICS industry code

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration     Development     Production

If the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages     Real estate     Commercial/business debt     Consumer debt     Private companies

Crypto-assets

b) Number of employees

Number of employees:	<input checked="" type="checkbox"/> 0 – 49	<input type="checkbox"/> 50 – 99	<input type="checkbox"/> 100 – 499	<input type="checkbox"/> 500 or more
c) SEDAR profile number				
Does the issuer have a <a href="#">SEDAR</a> profile?				
<input type="checkbox"/> No		<input checked="" type="checkbox"/> Yes		If yes, provide SEDAR profile number
				<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="2"/> <input type="text" value="5"/> <input type="text" value="6"/> <input type="text" value="1"/>
<b>If the issuer does not have a SEDAR profile complete Item 5(d) – (h).</b>				
d) Head office address				
Street address	<input type="text"/>			Province/State
Municipality	<input type="text"/>			Postal code/Zip code
Country	<input type="text"/>			Telephone number
e) Date of formation and financial year-end				
Date of formation	<input type="text"/>	<input type="text"/>	<input type="text"/>	Financial year-end
	YYYY	MM	DD	MM DD
f) Reporting issuer status				
Is the issuer a reporting issuer in any jurisdiction of Canada?				
		<input type="checkbox"/> No		<input type="checkbox"/> Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.				
<input type="checkbox"/> All	<input type="checkbox"/> AB	<input type="checkbox"/> BC	<input type="checkbox"/> MB	<input type="checkbox"/> NB
<input type="checkbox"/> NL	<input type="checkbox"/> NT	<input type="checkbox"/> NS	<input type="checkbox"/> NU	<input type="checkbox"/> ON
<input type="checkbox"/> PE	<input type="checkbox"/> QC	<input type="checkbox"/> SK	<input type="checkbox"/> YT	
g) Public listing status				
If the issuer has a CUSIP number, provide below (first 6 digits only)				
CUSIP number	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.				
Exchange name	<input type="text"/>			
h) Size of issuer's assets				
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.				
<input type="checkbox"/> \$0 to under \$5M	<input type="checkbox"/> \$5M to under \$25M	<input type="checkbox"/> \$25M to under \$100M		
<input type="checkbox"/> \$100M to under \$500M	<input type="checkbox"/> \$500M to under \$1B	<input type="checkbox"/> \$1B or over		

## ITEM 6 – INVESTMENT FUND ISSUER INFORMATION

**If the issuer is an investment fund, provide the following information.**

a) Investment fund manager information				
Full legal name	<input type="text"/>			
Firm NRD Number	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
	(if applicable)			
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.				
Street Address	<input type="text"/>			
Municipality	<input type="text"/>	Province/State	<input type="text"/>	
Country	<input type="text"/>	Postal code/Zip code	<input type="text"/>	
Telephone number	<input type="text"/>	Website (if applicable)	<input type="text"/>	
b) Type of investment fund				
Type of investment fund that most accurately identifies the issuer (select only one).				
<input type="checkbox"/> Money market	<input type="checkbox"/> Equity	<input type="checkbox"/> Fixed income	<input type="checkbox"/> Balanced	
<input type="checkbox"/> Alternative strategies	<input type="checkbox"/> Crypto-assets	<input type="checkbox"/> Other (describe)	<input type="text"/>	
Indicate whether one or both of the following apply to the investment fund.				
<input type="checkbox"/> Invests primarily in other investment fund issuers				

Is a UCITs Fund<sup>1</sup>

<sup>1</sup> Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.

c) Date of formation and financial year-end of the investment fund

Date of formation    Financial year-end    
YYYY MM DD MM DD

d) Reporting issuer status of the investment fund

Is the investment fund a reporting issuer in any jurisdiction of Canada?  No  Yes

If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.

All  AB  BC  MB  NB  NL  NT  
 NS  NU  ON  PE  QC  SK  YT

e) Public listing status of the investment fund

If the investment fund has a CUSIP number, provide below (first 6 digits only).

CUSIP number

If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.

Exchange name

f) Net asset value (NAV) of the investment fund

Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M  
 \$100M to under \$500M  \$500M to under \$1B  \$1B or over

Date of NAV calculation:     
YYYY MM DD

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro Other (describe)

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start date    End date     
YYYY MM DD YYYY MM DD

c) Detailed purchaser information

**Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.**

d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number (if applicable)	Description of security	Number of securities	Canadian \$		
				Single or lowest price	Highest price	Total amount
U B S		Units, each Unit comprised of one Common share in the capital of the Issuer (a Unit Share) and one-half of one non-transferrable Common share purchase Warrant.	2,860,000	0.09		257,400.00

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Convertible / exchangeable security code			Underlying security code			Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio	Describe other terms (if applicable)
						Lowest	Highest			
W	N	T	C	M	S	0.18	0.18	2024-07-14	1:1	Each whole Warrant will entitle the holder thereof, on exercise, to purchase one common share in the capital of the Issuer (a Warrant Share) at an exercise price of CDN\$0.18 per Warrant Share until the close of business on the day which is 24 months from its date of issue.

**f) Summary of the distribution by jurisdiction and exemption**

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	3	60,300.00
Alberta	NI 45-106 2.5 [Family, friends and business associates]	3	31,500.00
Panama	NI 45-106 2.3 [Accredited investor]	2	18,000.00
British Columbia	NI 45-106 2.3 [Accredited investor]	3	46,800.00
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	100,800.00
<b>Total dollar amount of securities distributed</b>			257,400.00
<b>Total number of unique purchasers <sup>2</sup></b>		12	

<sup>2a</sup> In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

<sup>2b</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

**g) Net proceeds to the investment fund by jurisdiction**

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.<sup>3</sup> If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
<b>Total net proceeds to the investment fund</b>	

<sup>3</sup> "Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

**h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.**

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.				
2.				
3.				

**ITEM 8 – COMPENSATION INFORMATION**



Foreign public issuer

Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>  
Provide name of reporting issuer

Wholly owned subsidiary of a foreign public issuer<sup>6</sup>  
Provide name of foreign public issuer

Issuer distributing only eligible foreign securities and the distribution is to permitted clients only<sup>7</sup>

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

<sup>6</sup>An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup>Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)		
				Province or country	D	O	P

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)	
				Province or country	D	O

c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

**ITEM 10 – CERTIFICATION**

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/investment fund manager/agent

Full legal name

Family name                      First given name                      Secondary given names

Title	Director, Chief Executive Officer and President								
Telephone number	(403) 457-2697	Email address	janalston@cmxgoldandsilver.com						
Signature	"Jan Alston"	Date	<table border="1"> <tr> <td>2022</td> <td>07</td> <td>14</td> </tr> <tr> <td>YYYY</td> <td>MM</td> <td>DD</td> </tr> </table>	2022	07	14	YYYY	MM	DD
2022	07	14							
YYYY	MM	DD							

### ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name    Title   
Family name First given name Secondary given names

Name of company

Telephone number  Email address

### Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.