Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

ITEM 1 – REPORT TYP	E						
✓ New report							
Amended report If amen	ded, provide Submission ID of report that	is being amended:	(Example: EDR1234567890-123)				
ITEM 2 - PARTY CERT	IFYING THE REPORT						
National Instrument 81-106 In	e report (select only one). For guidance re vestment Fund Continuous Disclosure an	-					
✓ Issuer (Other than an inves	tment fund)						
Underwriter							
ITEM 3 - ISSUER NAM	E AND OTHER IDENTIFIERS						
•	ion about the issuer, or if the issuer is an	investment fund, about the fund.					
Full legal name							
Norsemont Mining Inc.	in the lost 42 mag	untha municiala manat manada municia	vo local come				
Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name. Norsemont Capital Inc.							
Website (if applicable)							
If the issuer has a legal entity	identifier, provide below. Refer to Part B	of the Instructions for the definition	on of "legal entity identifier".				
Legal entity identifier							
Did two or more co-issuers dis	stribute a single security? 🗸 No 🗌 Yes	S					
If two or more issuers distribute	ed a single security, provide the full legal	name(s) of the co-issuer(s) other	r than the issuer named above.				
Full legal name(s) of co-issuer(s)						
ITEM 4 – UNDERWRITE	ER INFORMATION						
If an underwriter is completing Full legal name	the report, provide the underwriter's full l	egal name and firm NRD number					
T dir logar riamo							
Does the Underwriter's Firm ha	ave an NRD Number? Firm NRD	number					
If the underwriter does not ha	ve a firm NRD number, provide the head o	office contact information of the u	nderwriter.				
Street address	Municipality	Province/State	Postal/ZIP code				
Country	Telephone number	Website (if applicable)					

ITEM 5 – ISSUER INFORMATION		
a) Primary industry		
Provide the issuer's North American Industry Cla corresponds to the issuer's primary business ac	Classification Standard (NAICS) code (6 digits only) that in activity.	n your reasonable judgment most closely
NAICS industry code		
212220		
If the issuer is in the mining industry , indicate the mining industry. Select the category that best Exploration Development Production		that provide services to issuers operating in
· · · · · · · · · · · · · · · · · · ·	substantially all of its assets in any of the following? If y business debt Consumer debt Private companies	• • •
b) Number of employees		
✓ 0 - 49	ore	
c) SEDAR profile number		
	screenshot of th	EDAR profile is a "private" profile, please provide a he issuer's profile by e-mail to ilings@osc.gov.on.ca
d) Head office address	If the issuer does not	have a SEDAR profile, complete Item 5(d) – (h).
Street address Mur	unicipality Province/State	Postal/ZIP code
Country	lephone number	
e) Date of formation and financial year-end	d	
	nancial year-end	
	allour your one	
f) Reporting issuer status		
Is the issuer a reporting issuer in any jurisdiction ☐ No ☐ Yes	on of Canada?	
If yes, select the jurisdictions of Canada in whic	ch the issuer is a reporting issuer.	
	NB NL NT	
NS NU ON PE	QCSKYT	
g) Public listing status		
Does the issuer have a CUSIP number? CUS	JSIP number (provide first 6 digits only)	
If the issuer is publicly listed, provide the name of exchange and not a trading facility such as, for e	of the exchange on which the issuer's equity securities preserved.	primarily trade. Provide only the name of an
Exchange name: Not Applicable Toronto S	Stock Exchange TSX Venture Exchange	Canadian Securities Exchange
Aequitas Neo Exchange Australiar	an Securities Exchange Deutsche Boerse	Euronext
☐ London Stock Exchange ☐ Nasdaq	New York Stock Exchange	Shanghai Stock Exchange
Shenzhen Stock Exchange Stock Exc	xchange Of Hong Kong 🗌 Tokyo Stock Exchange	OTHER
If other, describe:		
h) Size of issuer's assets		
Select the size of the issuer's assets based on i	its most recently available annual financial statements ((Canadian \$). If the issuer has not prepared annual
financial statements for its first financial year, pr	provide the size of the issuer's assets at the distribution under \$25M \$25M to under \$100M	• • •
\$100M to under \$500M \$500M to	o under \$1B \$1B or over	

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
2020-06-22	2020-06-22

c) Detailed purchaser information

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

20200702 Schedule1 Form45 105F1.xlsx - 102 KB

d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) 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.

				Canadian \$				
Security code	CUSIP number	Number of securities	Single or lowest price	Highest price	Total amount			
UBS		2,024,902.0000	0.7500		1,518,676.2500			
Description of security:								

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.

Not Applicable

Convertible / exchangeable	Underlying security	Exercis (Canad	•	Expiry date (YYYY-MM-DD)	Conversion ratio	
security code	code	Lowest	Highest	(1111-WIW-00)		
WNT	CMS	1.1000	1.1000	2021-06-22		
Describe other terms: (if applicable)						

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 of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	No. of unipurchas	•	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]		19	505,389.5000
Alberta	NI 45-106 2.3 [Accredited investor]		12	325,638.7500
Ontario	NI 45-106 2.3 [Accredited investor]		6	255,048.7500
Quebec	NI 45-106 2.3 [Accredited investor]		17	257,100.0000
United States	NI 45-106 2.3 [Accredited investor]		3	149,999.2500
Cayman Islands	NI 45-106 2.3 [Accredited investor]		1	25,500.0000
	Total dollar amoun	t of securities distribu	uted	1,518,676.2500
	Total number of unique pu	ırchasers ^{2b}	58	

Total number of unique purchasers

^{2a}In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser. ^{2b}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.

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

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.

√ Not Applicable

	Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.			\square Y \square N		

ITEM 8 - COMPENSATION	N INFORMATIO	ON						
Provide information for each pers connection with the distribution.	•	•			•			
Indicate whether any compensation ☐ No ☑ Yes	Indicate whether any compensation was paid, or will be paid, in connection with the distribution. No V Yes							
PERSON 1								
a) Name of person compensat	ted and registration	on status						
Indicate whether the person com	pensated is a regisi	trant.						
If the person compensated is an Family name	•	he full legal name of t en name		dary given names	3			
If the person compensated is not	an individual, provi	de the following inforr	mation.	Firm NDD numb	or (if applie	aabla)		
Full legal name of non-individual Canaccord Genuity Corp.				Firm NRD numb	вег (п аррпс	able)		
Indicate whether the person com	nensated facilitated	the distribution throu	ah a fundina		net-hased n	ortal		
✓ No Yes	berisated racimated	the distribution through	gir a randing j	Jortal of all litteri	net-based p	ortar.		
b) Business contact information	on							
If a firm NRD number is not provi	ided in Item 8(a), pi	rovide the business c	ontact inform	ation of the perso	on being co	mpensated.		
Street address	Municip	ality	Province/Sta	te	Post	al/ZIP code		
Country	Telepho	ne number	Email addre	SS				
c) Relationship to issuer or in	vestment fund ma	ınager						
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or in	the meaning of "co	ntrol" in section 1.4 of	NI 45-106 fo		f completing	g this section	٦.	
Insider of the issuer (other tha	n an investment fun	d)	✓ None	of the above				
Director or officer of the invest	ment fund or investr	ment fund manager						
d) Compensation details								
Provide details of all compensation in Canadian dollars. Include cash for services incidental to the distrabout, or report on, internal allocations.	n commissions, sec ribution, such as cle	urities-based comper erical, printing, legal o	nsation, gifts, or accounting	discounts or othe services. An issu	er compens uer is not re	ation. Do no equired to as	ot report payme sk for details	
Cash commissions paid	33,074.9500							
Value of all securities		Security code1	Sec	curity code2	5	Security code	e3	
☐ distributed as compensation 4		Describe terms of wa	arrants, optio	ns or other rights				
·								
☐ Other compensation ⁵		Describe						
T	00.074.0500							
Total compensation Paid	33,074.9500							
Check box if the person will o	or may receive any o	deferred compensatio	n (describe th	e terms below)				1

to acquire additional securities of the 5-Do not include deferred compensations.	ne issuer.	or an occarrace dist	nation do com	pendation, molutarity o	puone, warrante er eurer ne	рто охогоющью
PERSON 2						
a) Name of person compensated	d and registration	on status				
Indicate whether the person compe ☐ No ☑ Yes	nsated is a regis	trant.				
If the person compensated is an inc Family name	•	the full legal name of en name		dary given names		
If the person compensated is not an Full legal name of non-individual	i individual, provi	de the following infol	rmation.	Firm NRD number (if	annlicable)	
Leede Jones Gable Inc.				5770	аррпсавте)	
Indicate whether the person competed No Yes	nsated facilitated	the distribution thro	ugh a funding	portal or an internet-ba	ased portal.	
b) Business contact information						
If a firm NRD number is not provide	ed in Item 8(a), p	rovide the business o	contact inform	ation of the person be	ing compensated.	
Street address	Municip	ality	Province/Sta	ate	Postal/ZIP code	
•			<u> </u>			
Country	Telepho	ne number	Email addre	SS		
c) Relationship to issuer or inve	stmont fund ma	nagor				
Indicate the person's relationship we Part B(2) of the Instructions and the Connected with the issuer or investigation of the issuer (other than a Director or officer of the investment).	e meaning of "conestment fund man	ntrol" in section 1.4 c nager d)	of NI 45-106 fo	or the purposes of com		in
d) Compensation details						
Provide details of all compensation in Canadian dollars. Include cash of for services incidental to the distrib about, or report on, internal allocation	ommissions, sec ution, such as cl	urities-based compe erical, printing, legal	ensation, gifts, or accounting	discounts or other con services. An issuer is	mpensation. Do not report p not required to ask for deta	payments ails
Cash commissions paid	8,357.2100					
Value of all securities distributed as compensation 4		Security code1 Describe terms of w		curity code2 ns or other rights	Security code3	
Other compensation ⁵		Describe				
Total compensation Paid	8,357.2100					
Check box if the person will or r	nay receive any (deferred compensation	on (describe th	ne terms below)		
⁴ Provide the aggregate value of all securities of the issuer. Indicate the to acquire additional securities of th	e security codes					

 $^{5}\,\mathrm{Do}$ not include deferred compensation.

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional

If the person compensated is not an individual, if Full legal name of non-individual Keira Capital Partners Inc. Indicate whether the person compensated facility. No Yes b) Business contact information If a firm NRD number is not provided in Item 8(4) Street address Mu	registrant. vide the full legal name of st given name provide the following information in the following in the fo	Secondary given in mation. Firm NRD 38970 ugh a funding portal or an econtact information of the Province/State Email address ager (select all that apply)	number (if appl. n internet-based person being co	portal. compensated. tal/ZIP code	
Indicate whether the person compensated is a real No Yes If the person compensated is an individual, proven Family name If the person compensated is not an individual, proven If the person compensated is not an individual, proven If the person compensated is not an individual, proven If the person compensated facility. Indicate whether the person compensated facility. No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a) Street address Mu Country Tele Indicate the person's relationship with the issue Part B(2) of the Instructions and the meaning of Connected with the issuer or investment function. Insider of the issuer (other than an investment Director or officer of the investment fund or in Insider of the issuer or investment fund or in Insider of the investment fund or in Insider of the Instruction Insider of the investment fund or in Insider of the investment fund or in Insider of the Instruction Insider of the investment fund or in Insider of Insider of the investment fund or in Insider of	registrant. vide the full legal name of st given name provide the following information in the following in the fo	Secondary given in mation. Firm NRD 38970 Igh a funding portal or an experimental information of the Province/State Email address Email address ager (select all that apply of NI 45-106 for the purportion of the purportion in Employee of the experimental information in the purportion in Employee of the experimental information in the purportion in the purportion in Employee of the experimental information in the experimental information	number (if appl. n internet-based person being co	portal. compensated. tal/ZIP code	
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	-	ntified in Item 8(a) in con	nection with the	distribution. Pro	ovide all amounts
in Canadian dollars. Include cash commissions for services incidental to the distribution, such a about, or report on, internal allocation arrangen	s, securities-based compe as clerical, printing, legal	nsation, gifts, discounts or accounting services. A	or other compen An issuer is not i	sation. Do not r equired to ask	eport payments for details
Cash commissions paid 5,565.0					
Value of all securities	Security code1	Security code	2	Security code3	
distributed as		rarrants, options or other		,	
compensation ⁴					
Other compensation ⁵	Describe				
Total compensation Paid 5,565.0	0000				
Chack hav if the person will at may receive	any deferred compensation	on (dogoribo the terms be	low)		
Check box if the person will or may receive	any deferred compensanc	on (describe the terms be	iow)		
4 Provide the aggregate value of all securities di securities of the issuer. Indicate the security co to acquire additional securities of the issuer. 5 Do not include deferred compensation.					

PERSON 4

Indicate whether the person com ☐ No ✓ Yes	pensated is a regis	trant.						
If the person compensated is an Family name	• •	the full legal name of en name		a <i>l.</i> ndary given nan	nes			
If the person compensated is not Full legal name of non-individual	an individual, provi	de the following info	rmation.	Eirm NDD nu	umbor (if an	nlicabla)		
Raymond James Ltd.				Firm NRD nu	ппрет (п ар)	olicable)		
Indicate whether the person com	nonsated facilitates	the distribution thro	uah a fundin		tornot basa	d nortal		
✓ No Yes	pensaleu iaciiilaleu	the distribution throu	ugri a runum	g portai or air iii	terriet-baset	и ропат.		
b) Business contact information	on							
If a firm NRD number is not provi	ided in Item 8(a), p	rovide the business o	contact infori	nation of the pe	erson being	compensated.		
Street address	Municip	ality	Province/S	tate	Po	ostal/ZIP code		
Country	Telepho	ne number	Email addı	ess				
c) Relationship to issuer or in	vestment fund ma	ınager						
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Employee of the issuer or investment fund manager Insider of the issuer (other than an investment fund) Very None of the above								
d) Compensation details								
Provide details of all compensation Canadian dollars. Include cash for services incidental to the distrabout, or report on, internal allocations.	n commissions, sec ribution, such as cl	curities-based compe erical, printing, legal	ensation, gifts or accountir	s, discounts or o	other compe issuer is no	ensation. Do not re t required to ask f	eport paymer or details	
Cash commissions paid								
Value of all securities	9,807.0000	Security code1 CM	1S S	ecurity code2		Security code3		
distributed as compensation 4		Describe terms of w	varrants, opti	ons or other rigl	hts	1		ı
Compensation								
Other compensation ⁵		Describe						
Total compensation Paid	9,807.0000							
Check box if the person will c	or may receive any o	deferred compensation	on (describe	the terms below	v)			
⁴ Provide the aggregate value of	all socurities distrib	uted as componentic	n evoludina	ontions warrar	ate or other	rights evergiooble	to acquire or	dditional
securities of the issuer. Indicate to acquire additional securities of 5Do not include deferred comper	the security codes if the issuer.							

ITEM 9 – D	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF 1	THE ISSUER	
Indicate whet	her the issuer is any of the following (select the	one that applies - if more than on	e applies, select only one).	
Reporting	issuer in any jurisdiction of Canada			
Foreign p	ublic issuer			
•	ned subsidiary of a reporting issuer in any juris	diction of Canada ⁶		
Wholly ow	ned subsidiary of a foreign public issuer ⁶			
	ame of foreign public issuer			
	tributing only eligible foreign securities and the	•	•	
⁶ An issue securities ⁷ Check th	uer is at least one of the above, do not com r is a wholly owned subsidiary of a reporting is that are required by law to be owned by its dire his box if it applies to the current distribution eve efer to the definitions of "eligible foreign securit	suer or a foreign public issuer if all ectors, are beneficially owned by t ren if the issuer made previous dis	Il of the issuer's outstanding voting se the reporting issuer or the foreign pub stributions of other types of securities	olic issuer, respectively.
☐ If the issu	uer is none of the above, check this box an	d complete Item 9(a) – (c).		
a) Directors	executive officers and promoters of the iss	suer		
	llowing information for each director, executive wise state the country. For "Relationship to iss			he province or
Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
YN				□D □O □P
b) Promoter	information			
	r listed above is not an individual, provide the f a, state the province or territory, otherwise state			
	Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
				□ D □ O
c) Residenti	al address of each individual			
	hedule 2 of this form providing the full resid completed report. Schedule 2 also requires			

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, 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/agent	Norsemont Mining Inc.				
Full legal name - Family name	First given r	name	Secondary given names		
Sandher	Kulwant				
Title		Telephone number	Email address		
Chief Financial Officer		6046699788	kulwant.sandher@gmail.com		
Signature "Kulwant Sandher"		Date 2020-07-02			

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 - Family name	First given name	Secondary given names	Title				
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 security 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.

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Submission ID	Date