# Form 45-106F1 Report of Exempt Distribution

Item 1 – Report Type				
✓ New report Amended report	If amended, provide fili	ing date of report that is bein	g amended.	(YYYY-MM- DD)
ITEM 2 – PARTY CERTIF	YING THE REPORT	Γ		
Indicate the party certifying the report (s Instrument 81-106 Investment Fund Con Investment fund issuer Investment fund issuer Issuer (other than an inve Underwriter	inuous Disclosure and the con		n investment fund, refer to section	1.1 of National
ITEM 3 – ISSUER NAME	and Other Iden	TIFIERS		
Provide the following information about	the issuer, or if the issuer is an	n investment fund, about the fund		
Full legal nan	e Supernova Metals Con	p.		
Previous full legal nan	÷. ,			
	-	nost recent previous legal name.		
Webs	te <u>https://supernovame</u>	(if ap	oplicable)	
If the issuer has a legal entity identifier, j	-	of the Instructions for the defini	tion of "legal entity identifier".	
Legal entity identifi	er N/A			
If two or more issuers distributed a single	e security, provide the full lega	al name(s) of the co-issuer(s) oth	er than the issuer named above.	
Full legal name(s) of co-issuer	s) N/A	(if ap	oplicable)	
Item 4 – Underwriter	INFORMATION			
If an underwriter is completing the repor	t, provide the underwriter's fu	ll legal name and firm NRD num	ıber.	
Full legal name N/A				
Firm NRD number		(if applicable)		
If the underwriter does not have a firm N	RD 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 2 1 2 2 2 2
If the issuer is in the <b>mining industry</b> , 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
Is 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
Cryptoassets
b) Number of employees
Number of employees: $\checkmark 0-49$ $\qquad 50-99$ $\qquad 100-499$ $\qquad 500$ or more
c) SEDAR profile number
Does the issuer have a <u>SEDAR</u> profile?
No $\checkmark$ YesIf yes, provide SEDAR profile number00015891
If the issuer does not have a SEDAR profile complete Item $5(d) - (h)$ .
d) Head office address
Street address Province/State
Municipality Postal code/Zip code
Country     Telephone number
e) Date of formation and financial year-end
Date of formation Financial year-end
YYYY MM DD MM DD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
All AB BC MB NB NL NT
NS NU ON PE QC SK YT
g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only). CUSIP number
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
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.
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M

ITEM 6 – INVESTME	ENT FUND ISSUER INFORMATION	
If the issuer is an investment	fund, provide the following information.	
a) Investment fund ma	inager information	
Full legal name	N/A	
Firm NRD Number	(if applicab	sle)
If the investment fund manager d	oes not have a firm NRD number, provide the head office co	ontact information of the investment fund manager.
Street Address		
Municipality		Province/State
Country	Pos	stal code/Zip code
Telephone number	Webs	site (if applicable)
b) Type of investment	fund	
Type of investment fund that most Money market Alternative strategi		ixed income Balanced ther (describe)
Is a UCITs Fund <sup>1</sup> <sup>1</sup> Undertaking for the Collective In directives that allow collective in	vestment schemes to operate throughout the EU on a passp nd financial year-end of the investment fund	Financial year-end
d) Reporting issuer sta	YYYY MM DD tus of the investment fund	MM DD
	g issuer in any jurisdiction of Canada? No	Yes
If yes, select the jurisdictions of C	Canada in which the investment fund is a reporting issuer.       AB     BC     MB     NB       NU     ON     PE     QC	NL NT SK YT
e) Public listing status	of the investment fund	
If the investment fund has a CUS. CUSIP number	IP number, provide below (first 6 digits only).	
	listed, provide the name of the exchange on which the inves cility such as, for example, an automated trading system.	stment fund's securities primarily trade. Provide only the name of
f) Net asset value (NA	V) of the investment fund	
Select the NAV range of the inves	tment fund as of the date of the most recent NAV calculation	on (Canadian \$).
\$0 to under \$5M \$100M to under \$500M		nder \$100M

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

listribution, which must be			<i>v</i> 1					<i>v</i> 1
a) Currency								
elect the currency or curre	ncies in whi	ah tha distribu	ution was mad	a All dollar amou	ate provided	in the report m	ust he in Canadia	m dollars
	ncies in white						isi be in Canada	in aonars.
$\checkmark$ Canadian dollar		US dollar		Euro Othe	r (describe)			
b) Distribution da	ate(s)							
tate the distribution start of he start and end dates. If th overed by the report.								
Start	date 202 YY		04 DD		End date	2020 YYYY	09 04 MM DD	
c) Detailed purch	aser inform	nation						
Complete Schedule 1 of	this form f	or each pur	chaser and a	uttach the schedu	ule to the co	ompleted repo	ort.	
d) Types of secur	ities distrib	uted						
Provide the following infor ode. If providing the CUS								ow to indicate the securi
							Canadian	\$
Security code	P number plicable)		Description of	security	Number of securities	0	west Highest price	Total amount
C M S CA868	346F1036				10,000,00		0.10	1,000,000
	, 101 1050		Common Sh	nares	10,000,00	00 0.10	0.10	1,000,000
Total:	. 101 1030		Common Sh	nares	10,000,00		0.10	1,000,000
e) Details of righ	ts and conv options) wer	re distributed,	angeable sec provide the e:	urities xercise price and e	10,000,00	00 r each right. If d	any convertible/e	1,000,000
e) Details of right f any rights (e.g. warrants, istributed, provide the com Convertible / Un	ts and conv options) wer	re distributed, and describe Exerci	angeable sec provide the e:	urities xercise price and e	10,000,00	r each right. If a geable security.	any convertible/e	1,000,000
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e) Details of righ any rights (e.g. warrants, stributed, provide the com Convertible / exchangeable security code f) Summary of th ate the total dollar amoun sides and for each exemp risdiction of Canada, incl his table requires a separa stides, if a purchaser reside or jurisdictions within Ca Province or country AB BC BC NF ON Argentina Costa Rica Mexico United Kingdom	ts and conv options) wer version ratio uderlying urity code ne distributi at of securitie tion relied or ude distribut ute line item J les in a juriso	re distributed, and describe Exerci (Cana Lowest on by jurisd on by jurisd s distributed in in Canada for ions to purch for: (i) each ju diction of Cam he province or E NI 45-10 NI 45-10 NI 45-10 NI 45-10 NI 45-10 NI 45-10 NI 45-10 NI 45-10 NI 45-10 NI 45-10	angeable sec provide the e. any other tern se price dian \$) Highest iction and ex and the numbe or that distribut asers resident urisdiction who ada, and (iii) - territory, other escala, and (iii) - territory, other semption relief 6 s.2.3 Accrea 6 s.2.3 Accrea	urities  xercise price and e ns for each conver  Expiry date (YYYY-MM- DD)  emption  er of purchasers for tion. However, if a in that jurisdiction ere a purchaser re- each exemption rel erwise state the con ed on lited Investor lit	I 10,000,00	00         r each right. If a geable security.         1       Degeable security.	any convertible/e	1,000,000           exchangeable securities w           (if applicable)           isdiction where a purchas           isdiction where a purchas           foreign jurisdiction.           ount (Canadian \$)           130,000           541,000           33,500           124,000           25,000           10,000           25,000

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 \$)
N/A	
Total net proceeds to the investment fund	

<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.	N/A			
2.				
3.				

ITEM 8 – COMPENSATIO	ON INFORMATION		
Provide information for each person (as distribution. Complete additional copies			ovide, any compensation in connection with the
Indicate whether any compensation was	paid, or will be paid, in connection	with the distribution.	
No Ves	If yes, indicate number of	persons compensated.	3
a) Name of person compens	ated and registration status		
Indicate whether the person compensate	ed is a registrant.		
If the person compensated is an individu	ual, provide the name of the individu	al.	
Full legal name of individual			
	Family name	First given name	Secondary given names
If the person compensated is not an indi	1 0 0		
Full legal name of non	-individual Canaccord Genuit	ty Corp.	
Firm N	RD number 9 0 0	(if applica	ble)
Indicate whether the person compensate	ed facilitated the distribution through	h a funding portal or an internet-b	ased portal.
b) Business contact information	tion		
If a firm NRD number is not provided in	tem 8(a), provide the business con	tact information of the person bein	ag compensated.
Street address			
Municipality		Province/State	
Country		Postal code/Zip code	
Email address		Telephone number	
c) Relationship to issuer or i	nvestment fund manager		
Indicate the person's relationship with the Instructions and the meaning of "control Connected with the issuer of	l" in section 1.4 of NI 45-106 for th		he meaning of "connected" in Part B(2) of the on.

Insider of the issuer (of	her than an investm	ent fund)										
Director or officer of th	e investment fund o	or investment fund i	manager									
Employee of the issuer	or investment fund	manager										
$\checkmark None of the above$												
d) Compensation details												
Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such a allocation arrangements with the di Cash commissions paid	missions, securitie. Is clerical, printing,	s-based compensati legal or accountin	on, gifts, disc g services. An	ounts o issuer	r other is not r	comper equired	isation. l to ask	. Do no	t report	paymen	ts for s	ervices
_				Sec	urity cod	le 1	Sec	urity co	de 2	Secu	rity code	- 3
Value of all securities distributed as compensation <sup>4</sup>	N/A	Se	curity codes	W	N	T	C	M	S	Beeu	inty code	
Describe terr	ns of warrants, optic	ons or other rights	21,000 not until Septe				ants, ez	xercisa	ble at	\$0.20 p	er shai	re
Other compensation <sup>5</sup>	N/A	Describe										
Total compensation paid	\$2,100											
Check box if the person v	vill or may receive	any deferred compe	ensation (desc	ribe the	terms	below)						
<sup>4</sup> Provide the aggregate value of all securities of the issuer. Indicate the acquire additional securities of the	security codes for a											
<sup>5</sup> Do not include deferred compensation	tion.											

a) Name of person compensated and regi	stration statu	S				
Indicate whether the person compensated is a registration of the person of the person compensated is a registration of the person of the perso		-				
If the person compensated is an individual, provide the	e name of the i	ndividua	al.			
Full legal name of individual						
Fa	amily name		First g	iven name	Secondary given names	
If the person compensated is not an individual, provid	e the following	inform	ation.			
Full legal name of non-individual	Haywood S	Securiti	es Inc.			
Firm NRD number	1 6	3 (	)	(if applica	ble)	
Indicate whether the person compensated facilitated th	he distribution	through	n a funding port			
b) Business contact information						
If a firm NRD number is not provided in Item 8(a), pro Street address	wide the busin	ess cont	act information	of the person bein	ng compensated.	
				D 1 (G) .		
Municipality				Province/State		
Country			Postal	code/Zip code		
Email address			Tele	ephone number		
c) Relationship to issuer or investment fu	ind manager					
Indicate the person's relationship with the issuer or in Instructions and the meaning of "control" in section 1						B(2) of the
Connected with the issuer or investment f	und manager					
Insider of the issuer (other than an investment)	nent fund)					
Director or officer of the investment fund	or investment	fund ma	nager			
Employee of the issuer or investment fund	l manager					
$\checkmark None of the above$						

Provide details of all compensation Canadian dollars. Include cash com	missions, securities	s-based compensati	ion, gifts, disc	ounts o	r other	compen	nsatior	1. Do not	t repor	t payme	ents for	servic
incidental to the distribution, such a allocation arrangements with the dir								k for aet	aus ab	out, or	report c	on, ini
Cash commissions paid	\$15,750											
Value of all securities distributed	N/A	So	curity codes	Sec	urity coo	de 1	Se	curity cod	le 2	Sec	urity coo	le 3
as compensation <sup>4</sup>	IN/A	30	curity codes	W	Ν	Т	С	Μ	S			
Describe term	s of warrants, optic	ons or other rights	157,500 n until Septe				rants,	exercis	able a	ut \$0.20	) per sł	nare
Other compensation <sup>5</sup>	N/A	Describe										
Total compensation paid	\$15,750											
Check box if the person w	ill or may receive	any deferred compe	ensation (desc	ribe the	terms	below)						
Provide the aggregate value of all s eccurities of the issuer. Indicate the s cquire additional securities of the is Do not include deferred compensati	security codes for a ssuer.											
a) Name of person comp	ensated and regis	stration status										
ndicate whether the person compen	sated is a registrar	ıt.										
If the person compensated is an indi	vidual, provide the	name of the individ	lual.									
Full legal name of individua	-1										1	

a) Name of person comparested and registration status		
a) Name of person compensated and registration status		
Indicate whether the person compensated is a registrant.		
If the person compensated is an individual, provide the name of the indi	idual.	
Full legal name of individual		
Family name	First given name	Secondary given names
If the person compensated is not an individual, provide the following inj	ormation.	
Full legal name of non-individual D.R.R. Capita	Corporation	
Firm NRD number	(if applica	ıble)
Indicate whether the person compensated facilitated the distribution thr	nugh a funding portal or an internet-b	pased portal.
b) Business contact information		
If a firm NRD number is not provided in Item 8(a), provide the business	contact information of the person bei	ng compensated.
Street address 1113 Laval Ave S.W.		
Municipality Calgary	Province/State	AB
Country Canada	Postal code/Zip code	T2T 1L2
Email address drrhorizon@gmail.com	Telephone number	403-399-9047
c) Relationship to issuer or investment fund manager		
Indicate the person's relationship with the issuer or investment fund ma Instructions and the meaning of "control" in section 1.4 of NI 45-106 for Connected with the issuer or investment fund manager		
Insider of the issuer (other than an investment fund)		
Director or officer of the investment fund or investment fun	l manager	
Employee of the issuer or investment fund manager		
$\checkmark$ None of the above		
d) Compensation details		
Provide details of all compensation paid, or to be paid, to the person ide	ntified in Item $8(a)$ in connection with	the distribution Provide all amounts in
Canadian dollars. Include cash commissions, securities-based or account incidental to the distribution, such as clerical, printing, legal or account allocation arrangements with the directors, officers or employees of a ne Cash commissions paid \$13,440	tion, gifts, discounts or other compen ing services. An issuer is not required	nsation. Do not report payments for services I to ask for details about, or report on, internal

Value of all securities distributed as compensation <sup>4</sup>	N/A	Se	ecurity codes	Sect W	urity co N	de 1 T	Se C	curity co M	de 2 S	See	curity co	ode 3
Describe term	s of warrants, optic	ons or other rights	134,400 no until Septe				rrants,	exerci	sable a	ıt \$0.2	0 per s	share
Other compensation <sup>5</sup>	N/A	Describe										
Total compensation paid	\$13,440											
<sup>4</sup> Provide the aggregate value of all s securities of the issuer. Indicate the s acquire additional securities of the is <sup>5</sup> Do not include deferred compensati	ecurities distribute security codes for a ssuer.	d as compensation	, <u>excluding</u> op	tions, w	arrant	s or oti	her rigl					
Item 9 – Directors, I	Executive C	)FFICERS ANI	) PROMOT	TERS (	OF TH	HE IS	SUER					
If the issuer is an investment fund,	do not complete li	0 D										

Indicate whether the issuer is any of the following (select the one that applies – if more than one applies, select only one).

 $\checkmark$  Reporting issuer in any jurisdiction of Canada

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	0	Р
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 ect one or both if applicable)		
				0	Province or country	D	0		
	N/A								

c) Residential addres	s of each individual
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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 conjugation may be detegated, but only to an agent man has been dualonced by an opticer of an ector of the issuer of an ector of the issuer of an ector of the issuer of an ector of 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	Supernova Metals Corp.				
Full legal name	McGrath Family name	Sean First given name		Secondary given names	
Title	CEO and CFO	riist given nai	ne	Secondary g	Iven names
Telephone number	604.669.9553	Email address	smcgrath	hillcrestpe	troleum.com
Signature	"Sean McGrath"	Date	2020 YYYY	09 MM	08 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	Hamelin	Lindsay		Title	Consultant			
	Family name	First given nam	e Secondary given	names				
Name of company	Take It Public Services Inc.			]				
Telephone number 604.682.2928			Email address	lindsay@tal	keitpublicservices.com			

#### 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.