# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9403966

ITEM 1 - REPORT TYPE							
☐ New report							
✓ Amended report If ame	nded, provide filing date	of report that is being	g ame	nded 2021 03 12	(YYYY-MM-DD)		
ITEM 2 - PARTY CERTIFYING TH	E REPORT						
Indicate the party certifying the report (sel Instrument 81-106 Investment Fund Conti	, , ,	9	an inve	estment fund, refer to sectio	n 1.1 of National		
Investment fund issuer	naous Disclosure and the comp	umon policy to W 81-100.					
✓ Issuer (other than an inves	stment fund)						
Underwriter	inone rana)						
ITEM 3 - ISSUER NAME AND OT							
Provide the following information about the			und.				
Full legal name	St-Georges Eco-Mining	g Corp.					
Previous full legal name							
If the issuer's name changed in th	e last 12 months, provide most	recent previous legal name	2.				
Website	http://st-georgesplatinu	ttp://st-georgesplatinum.net/ (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 issuers distributed a single :	security, provide the full legal no	ame(s) of the co-issuer(s) o	ther tha	an the issuer named above.			
Full legal name(s) of co-issuer(s)		(if ap	plicable	2)			
ITEM 4 - UNDERWRITER INFORM	MATION						
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm NRD n	umber.				
Full legal name							
Firm NRD number (if applicable)							
If the underwriter does not have a firm NR	If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.						
Street address							
Municipality		Province/S	State				
Country		Postal code/Zip of	code				
Telephone number		Wel	osite		(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 3 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: ✓ 0 - 49
c) SEDAR profile number
Does the issuer have a SEDAR profile?
No
If the issuer does not have 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 MM DD MM DD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
AII 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
\$100M to under \$500M	☐ \$500M to under \$1B	\$1B or over

ITEM 6 - INVESTMENT	FUND ISSUER INFORMATION					
If the issuer is an inves	tment fund, provide the following information.					
a) Investment fund ma	anager information					
Full legal name						
Firm NRD number	(if applicable)					
If the investment fund mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.					
Street address						
Municipality	Province/State					
Country	Postal code/Zip code					
Telephone number	Website (if applicable)					
b) Type of investment	fund					
Type of investment fund tha	nt most accurately identifies the issuer (select only one) .					
Money market	☐ Equity ☐ Fixed income ☐ Balanced					
Alternative strateg	gies Cryptoasset Other (describe)					
Indicate whether one or bot	h of the following apply to the investment fund .					
Invests primarily in	n other investment fund issuers					
☐ Is a UCITs Fund¹						
<sup>1</sup> Undertaking for the Collec (EU) directives that allow c	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.					
c) Date of formation a	and financial year-end of the investment fund					
Date of formation Financial year-end MM DD MM DD						
d) Reporting issuer st	atus of the investment fund					
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes					
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.					
☐ AII ☐	AB BC MB NB NL NT					
□ NS □	NU ON PE QC SK YT					
e) Public listing status	s of the investment fund					
If the investment fund has a	CUSIP number, provide below (first 6 digits only)					
	CUSIP number					
	blicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the not a trading facility such as, for example, an automated trading system.					
Exchange on an exchange and h						
-	AV) of the investment fund					
	investment fund as of the date of the most recent NAV calculation (Canadian \$).					
\$0 to under \$5M	s5M to under \$25M s25M to under \$100M					
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation:  YYYY MM DD					

## **ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION**

US dollar

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

Euro

## b) Distribution date(s)

✓ Canadian dollar

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.

Other (describe)

Start date 2021 03 03

YYYYY MM DD

End date	2021	03	11
	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(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 (if applicable)			I Description of security		Single or lowest price	Highest price	Total amount	
F	Т	U	789571	Unit, each is comprised of 1 FT share (each, a "FT Share") and 1 FT Share purchase warrant.	8,914,965.00	0.6000		5,348,979.00
U	В	s	789571	Unit, each is comprised of 1 common share (each, a "Share") and 1 Share purchase warrant.	10,000,000.00	0.5000		5,000,000.00

#### 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.

	exch	vertib angea urity c	able		derlyii urity c			se price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
							Lowest	Highest			
,	W	Z	Т	F	Т	C	0.7500	1.2500		1:1	FT Unit warrants at an exercise price of \$0.75 until first 18 months from the issuance and \$1.25 for the 18 months thereafter.
,	W	N	Т	U	В	S	0.6500	1.0500		1:1	Unit warrants at an exercise price of \$0.65 until first 18 months from the issuance and \$1.05 for the 18 months thereafter.

#### 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 <sup>28</sup> purchasers	Total amount (Canadian \$)
United States	NI 45-106 2.3 [Accredited investor]	1	65,000.00
Virgin Islands, British	NI 45-106 2.3 [Accredited investor]	1	50,000.00
France	NI 45-106 2.3 [Accredited investor]	1	100,000.00
Alberta	NI 45-106 2.3 [Accredited investor]	5	246,000.00
British Columbia	NI 45-106 2.3 [Accredited investor]	2	800,000.00
Manitoba	NI 45-106 2.3 [Accredited investor]	1	100,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	25	5,335,999.80
Québec	NI 45-106 2.3 [Accredited investor]	47	1,870,979.20
Québec	NI 45-106 2.5 [Family, friends and business associates]	3	1,781,000.00
	Total dollar amount of se	curities distributed	10,348,979.00
	Total number of unique purchasers <sup>2b</sup>	85	

<sup>&</sup>lt;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.

## 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 \$)
Total net proceeds to the investment fund	

<sup>&</sup>lt;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)

<sup>&</sup>lt;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.

ITEM 8 - COMPENSATION INFORMATION
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.
No ✓ Yes If yes, indicate number of persons compensated. 10

a) Name of person comper	nsated and regis	tration status													
Indicate whether the person comp	ensated is a registr	ant.		☐ No		$\checkmark$	Yes								
If the person compensated is an ir	ndividual, provide ti	he name of the	individ	lual.											
Full legal name of individ	ual														
	F	amily name			First	given r	name			Sec	condary	given n	ames		1
If the person compensated is not o	an individual, provi	de the following	j infori	nation.											
Full legal name of	non-individual	Mackie Rese	arch (	Capital C	orpora	ition									
Firn	n NRD number	3 0	7	0				(if	applic	cable)					
Indicate whether the person comp	ensated facilitated	the distribution	throu	gh a fundi	ng port	al or a	n inter	net-ba	sed po	rtal.	v	☑ No		Yes	
b) Business contact inform	ation														
If a firm NRD number is not provi	ded in Item 8 (a), p	rovide the busir	ness co	ntact info	mation	of the	persoi	n being	ј сотр	ensated.					
Street address															
Municipality						F	Provin	ce/Sta	ate						
Country					Р	ostal	code/	Zip co	de						
Email address						Telep	ohone	numb	oer						
c) Relationship to issuer or	investment fund	l manager													
Indicate the person's relationship the Instructions and the meaning										ing of "c	connect	ted" in	Part I	B(2) of	
Connect with the issuer			,			-	-			er than a	n inves	stment	fund)		
Director or officer of the			nd ma	nager					,	r investn			·		
None of the above				3			,						- 3 -		
d) Compensation details															
Provide details of all compensation Canadian dollars. Include cash cor incidental to the distribution, such allocation arrangements with the d	nmissions, securitie as clerical, printing	rs-based compe 1, legal or accou	nsatioi Inting :	n, gifts, dis services. A	counts ( n issuer	or othe is not	er comp requir	pensati ed to a	ion. Do sk for	not rep	ort pay	ments	for se	ervices	!
Cash commissions paid	2,50	00.00				Г	Secur	ity code	e 1	Security (	code 2	Secu	ırity co	ode 3	
Value of all securities distributed as compensation⁴			S	Security co	des		W	N	Т						
•	ms of warrants, op	tions or other ri	ghts	5,000 fir Share a								acquii	re a		
Other compensation <sup>5</sup>		Desc	cribe	<u>Griaro a</u>	. 40.00	, ро. с				. 0, 202					
Total compensation paid	2,50	0.00													
Check box if the person	on will or may rece	ive any deferre	d com	pensation	(descr	ibe the	terms	below	<b>/</b> )						
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer rights exercisable to acquire add. <sup>5</sup> Do not include deferred compensations.	r. Indicate the secu itional securities of	rity codes for a	ensatio Il secu	n, <u>excludi</u> Irities distr	ng optic ibuted a	ons, wa as com	arrants npensa	s or oth ation, <u>ir</u>	ner righ ncludir	hts exerc n <u>g</u> optior	cisable ns, war	to acqu rants o	uire or othe	er	

a) Name of person compen	sated and registra	tion status							
Indicate whether the person compe	ensated is a registran	t.	☐ No	$\checkmark$	Yes				
If the person compensated is an in	dividual, provide the	name of the indivi	dual.						
Full legal name of individu	ıal								]
	Fam	nily name	F	irst given r	name	Se	econdary given	names	_
If the person compensated is not a	n individual, provide	the following infor	mation.						
Full legal name of	non-individual Ri	chardson Wealt	h Ltd.						
Firm	NRD number	2 1 9	7 0		(if	applicable)			
Indicate whether the person compe	ensated facilitated the	e distribution throu	ıgh a funding p	ortal or ar	n internet-ba	sed portal.	✓ No	o 🗌 Yes	
b) Business contact informa	ition								
If a firm NRD number is not provid	led in Item 8 (a), prov	ride the business co	ontact informati	on of the	person being	compensate	d.		
Street address									
Municipality				F	Province/Sta	ate			
Country				Postal	code/Zip co	de			
Email address				Telep	hone numb	oer			
c) Relationship to issuer or	investment fund m	nanager	,						
Indicate the person's relationship v the Instructions and the meaning c							"connected" in	Part B(2) of	
Connect with the issuer					-		an investment	fund)	
Director or officer of the			anager 🗀			`	ment fund ma	•	
✓ None of the above				1 - 2				3	
d) Compensation details									
Provide details of all compensation Canadian dollars. Include cash com- incidental to the distribution, such a allocation arrangements with the d	missions, securities-b as clerical, printing, le	pased compensation	n, gifts, discoun services. An issi	ts or othe uer is not	r compensati required to a	on. Do not re	port payments	for services	l
Cash commissions paid	3,600.0	00			Security code	1 Security	code 2 Sec	urity code 3	
Value of all securities distributed as compensation <sup>4</sup>		<u> </u>	Security codes		W N	Т			
·	ns of warrants, option	ns or other rights	6,000 finder Share at \$0.					ire a	
Other compensation <sup>5</sup>		Describe	σ ατ φοι	. о ро. с					
Total compensation paid	3,600.0	00							
Check box if the perso	n will or may receive	any deferred con	npensation (des	scribe the	terms below	)			
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer. rights exercisable to acquire additional solutions of the include deferred compensations.	Indicate the security ional securities of the	codes for all secu	on, <u>excluding</u> op urities distribute	otions, wa ed as com	arrants or oth pensation, <u>ir</u>	er rights exe ocluding option	rcisable to acç ons, warrants (	quire or other	

a) Name of person compe	ensated and regis	stration sta	atus						
Indicate whether the person com	npensated is a regist	rant.		☐ No		$\checkmark$	Yes		
If the person compensated is an	individual, provide i	the name o	f the individ	dual.					
Full legal name of indivi	dual								
		Family name	)	•	First	given n	ame	•	Secondary given names
If the person compensated is not	•	•							
Full legal name	of non-individual	Haywood	d Securitie	es Inc.					
Fi	rm NRD number	1	6 3	0				(if appl	icable)
Indicate whether the person com	npensated facilitated	the distrib	ution throu	gh a fundi	ng port	al or an	interne	t-based p	oortal.  Ves
b) Business contact inform	mation								
If a firm NRD number is not pro	vided in Item 8 (a), ¡	provide the	business co	ntact info	mation	of the p	person b	eing com	pensated.
Street address									
Municipality						Р	rovince	e/State	
Country					Р	ostal c	ode/Zip	o code	
Email address						Telep	hone n	umber	
c) Relationship to issuer of	or investment fund	d manage	r						
Indicate the person's relationship the Instructions and the meaning									ning of "connected" in Part B(2) of
Connect with the issue	-			or the purp		-	-		er than an investment fund)
		-						•	·
Director or officer of the	ie investment iuna t	or investme	ent iuna ma	mager	ш	Employ	ee or th	e issuei (	or investment fund manager
✓ None of the above									
d) Compensation details									
	ommissions, securiti h as clerical, printin	es-based co g, legal or o	ompensatio accounting	n, gifts, dis services. A	counts ( n issuer	or other is not r	comper equired	nsation. E to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pai		60.00	·		•		Security		Security code 2 Security code 3
Value of all securities distributed as compensation	·		5	Security co	des		W N		Security code 2 Security code 3
Describe te	erms of warrants, op	otions or otl	her rights	Share a 35,000 f	t \$0.75 inder's	per S warra	hare ur ints ead	ntil Marc ch entitle	s the holder to acquire a ch 3, 2024. es the holder to acquire a ch 3, 2024.
Other compensation	15		Describe						
Total compensation pai	d 18,76	60.00							
Check box if the per	son will or may reco	eive any de	eferred com	pensation	(descr	ibe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value o additional securities of the issu- rights exercisable to acquire ad <sup>5</sup> Do not include deferred compe	er. Indicate the secu Iditional securities o	urity codes	for all secu						

a) Name of person compens	ated and registr	ation status						
Indicate whether the person compe	nsated is a registra	nt.	☐ No	$\checkmark$	Yes			
If the person compensated is an ind	ividual, provide the	e name of the ind	ividual.					
Full legal name of individua	al							
	Fa	mily name		First given i	name	S	econdary (	given names
If the person compensated is not an	individual, provide	e the following in	formation.					
Full legal name of r	non-individual	eede Jones G	able Inc.					
Firm	NRD number	5 7	7 0		(i	f applicable)		
Indicate whether the person compe	nsated facilitated ti	he distribution th	ough a fundii	ng portal or a	n internet-b	ased portal.	<b>✓</b>	No Yes
b) Business contact informat	ion							
If a firm NRD number is not provide	ed in Item 8 (a), pro	ovide the business	contact infor	mation of the	person bein	g compensate	ed.	
Street address								
Municipality				F	Province/S	tate		
Country				Postal	code/Zip c	ode		
Email address				Telep	hone num	nber		
c) Relationship to issuer or in	nvestment fund	manager						
Indicate the person's relationship we the Instructions and the meaning of							"connecte	ed" in Part B(2) of
Connect with the issuer o			o for the purp		_	er (other than	an invest	ment fund)
Director or officer of the in			manager			ssuer or inves		
<u> </u>	ivestillent lund of	invesiment iunu	managei		yee or trie is	ssuel of lilves	uneni iun	u managei
✓ None of the above								
d) Compensation details								
Provide details of all compensation particles and compensation of the compensation of								
incidental to the distribution, such a	s clerical, printing,	legal or accountil	ng services. Ar	n issuer is not	required to	ask for details		
allocation arrangements with the di			n-individual (	compensated	by the issue	r.		
Cash commissions paid	3,600	0.00			Security cod	de 1 Securit	y code 2	Security code 3
Value of all securities distributed as compensation <sup>4</sup>			Security co	des				
· I	s of warrants, optic	 ons or other riaht	s					
Other compensation <sup>5</sup>		Describ						
Total compensation paid	3,600							
				/ -l		)		
Check box if the persor	i will of may receiv	e any delened d	ompensation	(describe the	terms belo	w)		
<sup>4</sup> Provide the aggregate value of all additional securities of the issuer.								
rights exercisable to acquire additi	onal securities of t		cumes asti	oui <del>c</del> u as com	ιρστιδαιίθει, ,	<u>тсіваніў</u> орті	uns, Wäll	anis ui ulilei
<sup>5</sup> Do not include deferred compensa	auOH.							

a) Name of person compens	sated and regis	tration status												
Indicate whether the person compe	nsated is a regist	rant.		☐ No		<b>√</b>	Yes	3						
If the person compensated is an inc	lividual, provide t	he name of the	individ	dual.										
Full legal name of individu	al													
		Family name			First	given	name			Sec	ondary	given na	ames	
If the person compensated is not ar	n individual, provi	ide the following	j infor	mation.										
Full legal name of	non-individual	Canaccord G	enuit	y Corp.										
Firm	NRD number	9 0	0					(	(if appl	icable)				
Indicate whether the person compe	nsated facilitatea	the distribution	throu	gh a fund	ing port	al or a	n inte	rnet-b	pased p	ortal.	<b>√</b>	No		] Yes
b) Business contact informa	tion													
If a firm NRD number is not provide	ed in Item 8 (a), p	provide the busir	ness co	ntact info	rmation	of the	perso	n beii	ng com	pensated.				
Street address														
Municipality						F	Provi	nce/S	State					
Country					Р	ostal	code	/Zip d	code					
Email address						Tele	ohone	e nun	nber					
c) Relationship to issuer or i	nvestment fund	d manager												
Indicate the person's relationship w the Instructions and the meaning o				-						ning of "c	onnecte	ed" in I	Part E	3(2) of
Connect with the issuer of			, ,			-	_			er than ai	n invest	tment f	fund)	
Director or officer of the i		•	nd ma	nager					,	or investm			,	
✓ None of the above							,						- 3	
, .	• • • • • •	1	. , ,.	C 1: 11	0():		<u>,.</u>	•••		,	D :/			
Provide details of all compensation Canadian dollars. Include cash com- incidental to the distribution, such a allocation arrangements with the di	missions, securitions clerical, printing	es-based compe g, legal or accou	nsatio Inting	n, gifts, dis services. A	counts on issuer	or other	er com requi	penso red to	ation. E ask foi	o not rep	ort payı	ments	for se	ervices
Cash commissions paid		00.00	ı riori-	ınaiviauai	compen	isatea	by the	eissue	er. 					
·	70,00	50.00					П	rity co		Security of	code 2	Secu	rity co	ode 3
Value of all securities distributed as compensation <sup>4</sup>			5	Security co	odes		W	N	Т					
Describe term	s of warrants, op	tions or other ri	ights							es the ho h 3, 202		acqu	ire a	l
Other compensation <sup>5</sup>		Desc	cribe											
Total compensation paid	40,00	00.00												
Check box if the person	n will or may rece	eive any deferre	ed com	pensation	ı (descri	ibe the	e term	s belo	ow)					
<sup>4</sup> Provide the aggregate value of al	l securities distrii	buted as comne	ensatio	n, excludi	ing optic	ons. w	arrant	s or o	ther ric	nhts exerc	isable i	to acai	uire	
additional securities of the issuer. rights exercisable to acquire additional securities of the issuer.	Indicate the secu	ırity codes for a												er
<sup>5</sup> Do not include deferred compens	ation.													

a) Name of person comp	ensated and regis	tration status						
Indicate whether the person con	npensated is a regist	rant.		No	$\checkmark$	Yes		
If the person compensated is an	individual, provide t	he name of the i	ndividu	al.				
Full legal name of indivi	idual							
		Family name		F	irst given n	ame		Secondary given names
If the person compensated is no	t an individual, prov	ide the following	inform	ation.				
Full legal name	of non-individual	Laurentian Ba	ank Se	curities Inc.				
Fi	rm NRD number	4 1	0				(if appli	cable)
Indicate whether the person con	npensated facilitated	the distribution	through	n a funding p	ortal or an	interne	t-based p	ortal.  Ves
b) Business contact inform	mation							
If a firm NRD number is not pro	vided in Item 8 (a), p	provide the busin	ess cont	act informat	ion of the	person b	eing com <sub>l</sub>	pensated.
Street address								
Municipality					Р	rovince	/State	
Country					Postal o	code/Zip	code	
Email address					Telep	hone n	umber	
c) Relationship to issuer	or investment fund	d manager						
Indicate the person's relationship the Instructions and the meanin								ning of "connected" in Part B(2) of
Connect with the issue	-		100 101	the purposes	_	-		er than an investment fund)
		-		_	_		•	·
Director or officer of the	ne investment fund o	or investment für	nd mana	ager	Employ	ee of the	e issuer o	or investment fund manager
✓ None of the above								
d) Compensation details								
	ommissions, securition Thas clerical, printing	es-based comper g, legal or accoui	nsation, nting se	gifts, discour rvices. An iss	its or othei uer is not i	r comper required	nsation. D to ask for	ribution. Provide all amounts in to not report payments for services to details about, or report on, internal
Cash commissions pa		00.00				Security		Security code 2 Security code 3
Value of all securitie distributed as compensation	-		Se	curity codes		W N		Security code 2
Describe te	erms of warrants, op	otions or other rig	3	Share at \$0 32,500 finde	.75 per S er's warra	Share ur ants eac	ntil Marcl ch entitle	es the holder to acquire a h 3, 2024. s the holder to acquire a h 11, 2024.
Other compensation	n <sup>5</sup>	Desc	ribe					
Total compensation pai	84,00	00.00						
Check box if the per	son will or may rece	eive any deferre	d compe	ensation (de	scribe the	terms be	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire ac <sup>5</sup> Do not include deferred compo	er. Indicate the secu Iditional securities o	ırity codes for all						

a) Name of person comp	ensated and regis	stration	status							
Indicate whether the person con	npensated is a regist	rant.			No		<b>√</b>	Yes		
If the person compensated is an	individual, provide	the name	of the inc	dividu	ıal.					
Full legal name of indiv	idual									
		Family na	me			First	given n	ame		Secondary given names
If the person compensated is no	t an individual, prov	ide the fo	ollowing in	form	ation.					
Full legal name	of non-individual	EMD F	inancial	Inc.						
Fi	rm NRD number	3	6	4	8	0			(if appl	icable)
Indicate whether the person con	mpensated facilitated	the dist	ribution th	rougl	h a fundi	ng port	al or an	interne	t-based p	oortal. ✓ No ☐ Yes
b) Business contact infor	mation									
If a firm NRD number is not pro	ovided in Item 8 (a), p	provide th	ne busines	s con	tact infor	mation	of the p	person b	eing com	npensated.
Street address										
Municipality							Р	rovince	e/State	
Country						Р	ostal c	ode/Zip	o code	
Email address							Telep	hone n	umber	
c) Relationship to issuer	or investment fun	d mana	ger							
Indicate the person's relationshi	p with the issuer or i	nvestme	nt fund m	anage	er (select	all that	apply).	Refer to	the mea	ning of "connected" in Part B(2) of
the Instructions and the meanin	ng of "control" in sect	tion 1.4 o	f NI 45-10	06 for	the purp	oses of	comple	ting this	section.	
Connect with the issu	er or investment fun	d manag	jer				Insider	of the is	suer (oth	ner than an investment fund)
Director or officer of the	ne investment fund o	or investr	ment fund	man	ager		Employ	ee of the	e issuer (	or investment fund manager
None of the above										
d) Compensation details										
	ommissions, securiti ch as clerical, printin	es-based g, legal o	compenso r accounti	ation, ing se	gifts, dise ervices. Ai	counts ( n issuer	or other is not r	comper equired	nsation. L to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pa		73.93	ees of a m	on un	atviadat	comper				
Value of all securitie	s			Se	curity co	des		Security W N		Security code 2 Security code 3
distributed as compensation				. Г						4 1 1 4
Describe to	erms of warrants, op	otions or	otner rign	2	Share at 20,000 f	\$0.75 inder's	per S warra	hare ur ints ead	ntil Marc ch entitle	es the holder to acquire a ch 3, 2024. es the holder to acquire a ch 3, 2024.
Other compensation	n <sup>5</sup>		Describ	ре						
Total compensation pa	id 62,0	73.93								
Check box if the pe	rson will or may rece	eive any	deferred o	comp	ensation	(descr	ibe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issu- rights exercisable to acquire ac <sup>5</sup> Do not include deferred comp	ier. Indicate the secu Iditional securities o	ırity code	es for all s							

a) Name of person compensated and reg	istration status				
Indicate whether the person compensated is a regis	strant.	✓ No	Yes		
If the person compensated is an individual, provide	the name of the individ	dual.			
Full legal name of individual Burke		James			
	Family name	First giv	en name	Secondary give	en names
If the person compensated is not an individual, pro	vide the following infor	mation.			
Full legal name of non-individual					
Firm NRD number			(if appl	icable)	
Indicate whether the person compensated facilitate	ed the distribution throu	gh a funding portal o	or an internet-based p	oortal.	No 🗌 Yes
b) Business contact information					
If a firm NRD number is not provided in Item 8 (a),	provide the business co	ntact information of	the person being com	pensated.	
Street address 6644 Upper Can	ada Crossing				
Municipality London			Province/State	Ontario	
Country		Post	al code/Zip code	N6P 0C2	
Email address		Te	elephone number		
c) Relationship to issuer or investment fur	nd manager				
Indicate the person's relationship with the issuer or				ning of "connected"	in Part B(2) of
the Instructions and the meaning of "control" in se		· · ·			
Connect with the issuer or investment fu	nd manager	Insi	der of the issuer (oth	er than an investme	ent fund)
Director or officer of the investment fund	or investment fund ma	ınager Em	ployee of the issuer	or investment fund r	nanager
✓ None of the above					
d) Compensation details					
Provide details of all compensation paid, or to be po					
Canadian dollars. Include cash commissions, securi incidental to the distribution, such as clerical, printi					
allocation arrangements with the directors, officers				,	,
Cash commissions paid 5,0	00.00		Security code 1	Security code 2	Security code 3
Value of all securities		Security codes			
distributed as compensation <sup>4</sup>					
Describe terms of warrants, o	options or other rights				
Other compensation⁵	Describe				
Total compensation paid 5,0	00.00				
Check box if the person will or may re-	ceive any deferred com	pensation (describe	the terms below)		
<sup>4</sup> Provide the aggregate value of all securities dist.	ributed as compensation	n, <u>exclu</u> ding options.	warrants or other ric	ghts exercisable to a	acquire
additional securities of the issuer. Indicate the serights exercisable to acquire additional securities	curity codes for all secu				
<sup>5</sup> Do not include deferred compensation.					

a) Name of person com	pensated and regis	stration status							
Indicate whether the person co	ompensated is a regist	rant.	✓ No		] Yes				
If the person compensated is a	n individual, provide t	the name of the indiv	ridual.						
Full legal name of indi	vidual McCullougl	n	Jason						
		Family name	<u> </u>	First given	name		Secondary (	jiven names	_
If the person compensated is n	ot an individual, prov	ide the following info	rmation.						
Full legal name	e of non-individual								
F	Firm NRD number					(if appli	icable)		
Indicate whether the person co	ompensated facilitated	the distribution thro	ugh a funding	portal or a	ın internet	t-based p	ortal. 🗸	No Yes	S
b) Business contact info	rmation								
If a firm NRD number is not pr	rovided in Item 8 (a), p	provide the business o	contact informa	ation of the	e person b	eing com	pensated.		
Street address	1070 Sunnidale R	d							
Municipality	Springwater				Province	/State	Ontario		
Country	Canada			Postal	code/Zip	code	L9X 0R9		ĺ
Email address				Tele	phone n	umber			ĺ
c) Relationship to issue	r or investment fund	d manager	_						
Indicate the person's relations							ning of "connecte	ed" in Part B(2) of	F
the Instructions and the mean	•		for the purpose		-		or than an invest	mant fund)	
Connect with the iss	uer or investment fun	a manager	L		r or the is:	suer (orn	er than an invest	ment iuna)	
Director or officer of	the investment fund of	or investment fund m	nanager	Emplo	yee of the	e issuer c	or investment fun	d manager	
✓ None of the above									
d) Compensation details	5								
Provide details of all compensa									
Canadian dollars. Include cash incidental to the distribution, so									
allocation arrangements with t								,	
Cash commissions p	aid 20,50	00.00			Security	code 1	Security code 2	Security code 3	
Value of all securiti			Security codes	s					
distributed as compensati									1
Describe	terms of warrants, op	otions or other rights							_
Other compensation		Describe							
Total compensation p	aid 20,50	00.00							
Check box if the p	erson will or may rece	eive any deferred co	mpensation (de	escribe the	e terms be	elow)			
<sup>4</sup> Provide the aggregate value	of all securities distri	buted as compensat	ion, excludina	options. w	arrants or	r other ria	nhts exercisable i	o acquire	-
additional securities of the iss rights exercisable to acquire a	suer. Indicate the secu	urity codes for all sed							
<sup>5</sup> Do not include deferred com									

a) Name of person compo	ensated and regis	stration status						
Indicate whether the person con	npensated is a regis	trant.	☐ No	✓ Y	es			
If the person compensated is an	individual, provide	the name of the indivi	dual.					
Full legal name of indivi	dual							
		Family name	Firs	t given name	e	Secondary	given names	
If the person compensated is no	t an individual, prov	ide the following infor	mation.					
Full legal name	of non-individual	Maquest Asset Ma	anagement Inc.					
Fi	rm NRD number	2 3 1	0		(if app	licable)		
Indicate whether the person con	npensated facilitated	d the distribution throu	igh a funding por	tal or an in	 ternet-based μ	oortal.	No [	Yes
b) Business contact inform	mation							
If a firm NRD number is not pro	vided in Item 8 (a),	provide the business co	ontact information	of the per	son being con	npensated.		
Street address								
Municipality				Prov	vince/State			
Country			F	Postal cod	le/Zip code			
Email address				Telepho	ne number			
c) Relationship to issuer of	or investment fun	d manager						
Indicate the person's relationship the Instructions and the meanin			-			ning of "connect	ed" in Part I	B(2) of
Connect with the issue	er or investment fur	nd manager		Insider of t	the issuer (oth	ner than an inves	tment fund)	)
Director or officer of the	ne investment fund	or investment fund ma	anager	Employee	of the issuer	or investment fur	nd manager	•
✓ None of the above								
d) Compensation details								
Provide details of all compensati Canadian dollars. Include cash co incidental to the distribution, suc allocation arrangements with the	ommissions, securiti h as clerical, printin e directors, officers c	es-based compensatio g, legal or accounting	n, gifts, discounts services. An issue	or other co r is not requ	ompensation. I uired to ask fo	Do not report pay	ments for se	ervices
Cash commissions pa	ld			Sec	curity code 1	Security code 2	Security co	ode 3
Value of all securities distributed as compensation			Security codes	W	N T			
Describe to	erms of warrants, o	otions or other rights	32,500 finder's Share at \$0.75			es the holder to ch 11, 2024.	acquire a	ì
Other compensation	15	Describe						
Total compensation pai	d							
Check box if the per	son will or may rec	eive any deferred con	npensation (desc	ribe the ter	ms below)			
<sup>4</sup> Provide the aggregate value o additional securities of the issu- rights exercisable to acquire ad <sup>5</sup> Do not include deferred compe	er. Indicate the sec Iditional securities d	urity codes for all secu						er

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER				
If the issuer is an investment fund	d, do not complete l	Item 9. Procced to	Item 10.					
Indicate whether the issuer is any o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y one).			
✓ Reporting issuer in any juris	sdiction of Canada							
Foreign public issuer								
Wholly owned subsidiary of	a reporting issuer in	any jurisdiction of	Canada <sup>6</sup>					
Provide nan	ne of reporting issue	r						7
Wholly owned subsidiary of	a foreign public issu	uer <sup>6</sup>						_
Provide name of	foreign public issue	r						7
Issuer distributing only eligil	ble foreign securities	and the distribution	n is to permitted clie	ents only <sup>7</sup>				_
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.				
<sup>6</sup> An issuer is a wholly owned subside securities that are required by law to respectively. <sup>7</sup> Check this box if it applies to the collients. Refer to the definitions of "e.	o be owned by its dir urrent distribution evo	rectors, are benefic en if the issuer mad	ially owned by the re de previous distribut	eporting issuer or ti tions of other types	the foreign	public is	ssuer,	
If the issuer is none of the	above, check this b	oox and complete	Item 9(a) - (c).					
a) Directors, executive officer	s and promoters of	of the issuer						
Provide the following information for	•		moter of the issuer T	or locations within	Canada s	tate the	nrovince	or
territory; otherwise state the country.							province	
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individe resident jurisdictio individu	ual or ail n of		onship to	
				Province or	country	D	0	Р
b) Promoter information								
If the promoter listed above is not an within Canada, state the province or								
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual			to promo	
				Province or country	D		C	)
c) Residential address of eac	h individual							
Complete Schedule 2 of this form completed report. Schedule 2 also					(a) and (b)	and at	tach to t	he

# **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 exemt 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	St-Georges Eco-Mining Corp.	Georges Eco-Mining Corp.									
Full legal name	Tally	Neha									
	Family name	First given name	'	Seconda	ary given n	ames					
Title	Secretary										
Telephone number	5149966342	Email address	neha_tally	/@duma	asbancor	p.com					
Signature	Neha Tally	Date	2021	03	19						
			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	Liu	Amanda		Title	Paralegal
	Family name	First given name	Secondary given names	•	
Name of company	McMillan LLP				
Telephone number	5143755126	Em	ail address Amanda.Liu	ı@mcmill	an.ca

#### 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 Schedules 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.