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

ITEM 1 – REPORT TYPE			
✓ New report			
Amended report If amended, pro	ovide Submission ID of report that is	being amended:	(Example: EDR1234567890-123)
ITEM O DARTY CERTIFYIN	O THE DEPORT		
ITEM 2 – PARTY CERTIFYIN	5 THE REPORT		
Indicate the party certifying the report National Instrument 81-106 Investmen Issuer (Other than an investment fu	nt Fund Continuous Disclosure and		investment fund, refer to section 1.1 of 106.
Underwriter			
ITEM 3 – ISSUER NAME AND	OTHER IDENTIFIERS		
Provide the following information abo		evestment fund, about the fund	
Full legal name	ut the issuer, or it the issuer is all in	ivesiment runa, about the runa.	
Bird River Resources Inc.			
Previous full legal name If the issuer's	s name changed in the last 12 mont	ths, provide most recent previo	us legal name.
Website (if applicable)			
www.birdriverresources.com			
If the issuer has a legal entity identified	ər, 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 distribute	a single security? Vo Yes		
If two or more issuers distributed a sin	gle security, provide the full legal na	ame(s) of the co-issuer(s) other	than the issuer named above.
Full legal name(s) of co-issuer(s)			
ITEM 4 – UNDERWRITER INI	FORMATION		
If an underwriter is completing the rep	ort, provide the underwriter's full leg	gal name and firm NRD number	
Does the Underwriter's Firm have an N	NRD Number? Firm NRD no	umber	
If the underwriter does not have a firn	n NRD number, provide the head off	fice 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 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							
211113							
the mining industry. Select the category the	If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production						
• • •	all or substantially all of its assets in any of the following? If y rcial/business debt Consumer debt Private companies						
b) Number of employees							
✓0 - 49	or more						
c) SEDAR profile number							
Does the issuer have a <u>SEDAR</u> profile? ☐ No ☑ Yes	screenshot of th	EDAR profile is a "private" profile, please provide a ne issuer's profile by e-mail to lings@osc.gov.on.ca					
d) Head office address	If the issuer does not	have a SEDAR profile, complete Item 5(d) – (h).					
Street address	Municipality Province/State	Postal/ZIP code					
Country	Telephone number						
e) Date of formation and financial year	r-end						
Date of formation	Financial year-end						
f) Reporting issuer status							
Is the issuer a reporting issuer in any juriso ☐ No ☐ Yes	diction of Canada?						
If yes, select the jurisdictions of Canada in							
AII AB BC MB	NB NL NT						
NS NU ON PE	∐QC ∐SK ∐YT						
g) Public listing status							
Does the issuer have a CUSIP number?	CUSIP number (provide first 6 digits only)						
· · · · · ·	name of the exchange on which the issuer's equity securities ps, for example, an automated trading system.	orimarily trade. Provide only the name of an					
Exchange name: Not Applicable Toro	onto Stock Exchange TSX Venture Exchange	Canadian Securities Exchange					
Aequitas Neo Exchange Aust	stralian Securities Exchange Deutsche Boerse	Euronext					
London Stock Exchange	daq New York Stock Exchange	Shanghai Stock Exchange					
Shenzhen Stock Exchange Stoc	ck Exchange Of Hong Kong 🗌 Tokyo Stock Exchange	OTHER					
If other, describe:							
h) Size of issuer's assets							
financial statements for its first financial ye	ed on its most recently available annual financial statements (ear, provide the size of the issuer's assets at the distribution	· · ·					
	0M to under \$1B \$1B or over						

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

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

a) Currence	y
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Select the currency or currencies in which the distribution was n	nade. 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
2017-12-22	2017-12-29

c) Detailed purchaser information

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

Schedule_1_Form_45-106F1_En_BDR_Dec2017_final.xlsx - 64 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		
UNT	090823105	35,055,000.0000	0.1000		3,505,500.0000		
Description of security: Units comprised of one comprised one	ommon share	and 1/2 common sha	are purchase warran	it to purchase comm	non shares at \$0.20 per co		
FTS 8,067,000.0000 0.1300 1,048,710.0000							
Description of security: \$0.13 per flow through share							

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	•		ise price adian \$) Expiry date (YYYY-MM-DI		Conversion ratio
security code	code	Lowest	Highest	(1111-10101-00)	
WNT	CMS	0.2000	0.2000	2017-12-29	1 whole warrant / 1 common share
Describe other					

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	o. of unique urchasers ^{2a}	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	61	1,183,460.0000
Alberta	NI 45-106 2.3 [Accredited investor]	11	206,500.0000
Saskatchewan	NI 45-106 2.3 [Accredited investor]	2	46,000.0000
Manitoba	NI 45-106 2.5 [Family, friends and business associates]	1	50,000.0000
Ontario	NI 45-106 2.3 [Accredited investor]	93	2,241,650.0000
Quebec	NI 45-106 2.3 [Accredited investor]	14	325,000.0000
	1/		

Newfoundland and Labrador	8	83,600.0000						
Bahamas	NI 45-106 2.3 [Accredited investor]	1	80,000.0000					
Belize	NI 45-106 2.3 [Accredited investor]	1	70,000.0000					
Cayman Islands	Cayman Islands NI 45-106 2.3 [Accredited investor]							
Hong Kong	1	100,000.0000						
Other exemption: offshore								
Israel	1	15,000.0000						
Other exemption: offshore								
Mexico	NI 45-106 2.3 [Accredited investor]	1	18,000.0000					
Panama	NI 45-106 2.3 [Accredited investor]	1	75,000.0000					
South Africa	1	10,000.0000						
	Total dollar amount of securit	ies distributed	4,554,210.0000					
	Total number of unique purchasers ^{2b} 198							

^{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	on was paid, or will	be paid, in connection	n with the dis	tribution.		
PERSON 1						
a) Name of person compensat	ed and registration	n status				
Indicate whether the person com ☐ No ✓ Yes	oensated is a regist	rant.				
If the person compensated is an Family name	•	he full legal name of to en name		dary given names		
If the person compensated is not Full legal name of non-individual	an individual, provi	de the following inforn	nation.	Firm NPD number (if	annlicable)	
First Republic Capital Corporation	 n			Firm NRD number (if 27270	аррисавіе)	
Indicate whether the person com		the distribution through	ah a fundina	portal or an internet-ba	sed portal	
✓ No Yes	Jonatica radimated	and distribution timeds	gir a rarianig j	ontar or arr momer sa	ood portai.	
b) Business contact information	on					
If a firm NRD number is not provi	ided in Item 8(a), pı	ovide the business co	ontact informa	ation of the person bei	ng compensated.	
Street address	Municipa	ality	Province/Sta	te	Postal/ZIP code	
Country	Telepho	ne number	Email addre	SS		
c) Relationship to issuer or in	vestment fund ma	nager				
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or in	the meaning of "cor	ntrol" in section 1.4 of	NI 45-106 fo		pleting this section	1.
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	nent fund manager				
d) Compensation details						
Provide details of all compensation Canadian dollars. Include cash for services incidental to the distraction of the distractio	h commissions, sec ribution, such as cle	urities-based compen erical, printing, legal o	sation, gifts, or accounting	discounts or other con services. An issuer is	npensation. Do no not required to as	ot report payments sk for details
✓ Cash commissions paid	264,059.0000					
Value of all securities	15,091.0000	Security code1 WN7	Γ Se	curity code2	Security code	93
distributed as compensation 4		Describe terms of wa				
				ares at \$0.13 per shar er Black Scholes optioi		22-29 2019; value
✓ Other compensation ⁵	80,317.0000	Describe				
		2019; each Unit cons purchase common sh	sisting of 1 co nares at \$0.2	Inits of the Issuer at \$0 ommon share and 1/2 of 0 per share until Decel Black Scholes option	common share pui mber 22-29 2019;	rchase warrant to
Total compensation Paid	359,467.0000					
Check box if the person will o	or may receive any o	deferred compensation	n (describe th	e terms below)		

securities of the issuer. Indicate to acquire additional securities of	•	for all securities distr	ibuted as	compensa	ion, including	options, warra	ants or oth	er rights exe	ercisable
⁵ Do not include deferred compen									
PERSON 2									
a) Name of person compensat	ed and registration	on status							
Indicate whether the person comp ☐ No ☑ Yes	pensated is a regisi	trant.							
If the person compensated is an i	individual, provide t	he full legal name of	the individ	dual.					
Family name	First giv	en name	Se	condary given	en names				
If the person compensated is not Full legal name of non-individual	an individual, provi	de the following infor	mation.	Firm I	JPD number	(if applicable)			
Full legal name of non-individual Firm NRD number (if applicable) Canaccord Genuity Corp. 900									
Indicate whether the person comp	pensated facilitated	the distribution throu	ugh a fund	ling portal o	or an internet-	based portal.			
b) Business contact information	on								
If a firm NRD number is not provi	ided in Item 8(a), pi	rovide the business o	contact inf	ormation o	f the person b	eing compens	ated.		
Street address	Municip		Province		•	Postal/ZIP			
Country	Telepho	ne number	Email ad	ddress					
c) Relationship to issuer or in	vestment fund ma	ınager							
Indicate the person's relationship Part B(2) of the Instructions and a Connected with the issuer or ir Insider of the issuer (other than Director or officer of the investr	the meaning of "coinvestment fund man	ntrol" in section 1.4 c nager d)	of NI 45-10	06 for the p	urposes of co	-	ection.		
d) Compensation details		<u> </u>							
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 cle	urities-based compe erical, printing, legal	nsation, g or accour	ifts, discou nting servic	nts or other c es. An issuer	ompensation. I is not required	Do not rep to ask for	ort payment details	
Cash commissions paid	57,750.0000								
Value of all securities	9,765.0000	Security code1 WN	IT	Security of	ode2	Security	/ code3		
distributed as compensation 4	Describe terms of warrants, ontions or other rights							е	
Other compensation ⁵	11,023.0000	Describe							
		Broker Unit Warrants to acquire Units of the Issuer at \$0.10 per Unit until December 22-29 2019; each Unit consisting of 1 common share and 1/2 common share purchase warrant to purchase common shares at \$0.20 per share until December 22-29 2019; value calculated at \$0.0362/Broker Unit Warrant (per Black Scholes option pricing model).							
Total compensation Paid	78,538.0000								
Check box if the person will o	r may receive any o	deferred compensation	on (describ	oe the term	s below)				
⁴ Provide the aggregate value of a	all securities distrib	uted as compensatio	n, excludi	ng options,	warrants or c	other rights exe	rcisable to	o acquire add	ditional

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

to acquire additional securities of the issuer.

⁵ Do not include deferred compensation.

⁵ Do not include deferred compensation.						
PERSON 3						
a) Name of person compensa	ted and registration	on status				
Indicate whether the person com ☐ No ✓ Yes	pensated is a regis	trant.				
If the person compensated is an Family name	If the person compensated is an individual, provide the full legal name of the individual. Family name First given name Secondary given names					
If the person compensated is not	an individual, provi	ide the following infor				
Full legal name of non-individual PI Financial Corp.			Firm NRD number	er (if applicable)		
	nanactad facilitataa	I the distribution throu		at based partal		
Indicate whether the person com ✓ No ☐ Yes	perisaleu iaciiilaleu	The distribution throt	ign a runding portal of all intern	ет-раѕей ротаг.		
b) Business contact information	on					
If a firm NRD number is not prov	ided in Item 8(a), p	rovide the business o	contact information of the person	n being compensated.		
Street address	Municip	ality	Province/State	Postal/ZIP code		
Country	Telepho	ne number	Email address			
a) Polotionakia ta isawa as is						
c) Relationship to issuer or in	ivestment fund ma	anager				
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or i	the meaning of "co	ntrol" in section 1.4 c	f NI 45-106 for the purposes of	er to the meaning of "connected" in completing this section. r or investment fund manager		
Insider of the issuer (other that	n an investment fun	nd)	✓ None of the above			
Director or officer of the invest	ment fund or invest	ment fund manager				
d) Compensation details						
in Canadian dollars. Include cast for services incidental to the dist	h commissions, sec ribution, such as cl	curities-based compe erical, printing, legal	nsation, gifts, discounts or othe or accounting services. An issu	n with the distribution. Provide all amounts or compensation. Do not report payments er is not required to ask for details dividual compensated by the issuer.		
Cash commissions paid	9,800.0000					
Value of all securities		Security code1	Security code2	Security code3		
distributed as compensation 4		Describe terms of w	rarrants, options or other rights			
·						
Other compensation ⁵	3,548.0000	Describe				
		Broker Unit Warrants to acquire Units of the Issuer at \$0.10 per Unit until December 22-29 2019; each Unit consisting of 1 common share and 1/2 common share purchase warrant to purchase common shares at \$0.20 per share until December 22-29 2019; value calculated at \$0.0362/Broker Unit Warrant (per Black Scholes option pricing model).				
Total compensation Paid	13,348.0000					
Check box if the person will o	or may receive any	- deferred compensation	on (describe the terms below)			
, , , , , , , , , , , , , , , , , , , ,						
4 Provide the aggregate value of	all spourition distrib	uited as componentio	n evaluding antions warrants	or other rights exercisable to acquire addition	al.	
securities of the issuer. Indicate to acquire additional securities o	the security codes if the issuer.			ing options, warrants or other rights exercisa		
⁵ Do not include deferred comper	nsation.					

PERSON 4

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant. ☑ No ☑ Yes								
If the person compensated is an individual, provide the full legal name of the individual.								
Family name First given name Secondary given names								
If the person compensated is not	an individual, provi	ide the following infor	mation.					
Full legal name of non-individual Richardson GMP Limited				Firm NRD number <i>(if</i> 21970	applicable)			
		l the adjustmin stiem themes	anda a firmadinan					
✓ No Yes	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Yes							
b) Business contact information	nn.							
,		and the business of		diam of the manage had				
If a firm NRD number is not provi	ded in item 8(a), pi Municip		Province/Sta	•	Postal/ZIP code			
		u,						
Country	Telepho	ne number	Email addres	ss				
c) Relationship to issuer or in	vestment fund ma	nager						
Indicate the person's relationship Part B(2) of the Instructions and	with the issuer or i	investment fund mana ntrol" in section 1.4 o	f NI 45-106 fo	r the purposes of com	pleting this section).		
Connected with the issuer or in		· ·		oyee of the issuer or in	nvestment fund ma	nager		
Insider of the issuer (other than		,	✓ None	of the above				
Director or officer of the investi	ment fund or investi	ment fund manager						
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 comper erical, printing, legal (nsation, gifts, or accounting	discounts or other cor services. An issuer is	mpensation. Do no not required to as	t report payments k for details		
✓ Cash commissions paid	1,750.0000							
Value of all securities		Security code1	Sec	curity code2	Security code	3		
☐ distributed as compensation 4		Describe terms of w	arrants, optior	ns or other rights				
✓ Other compensation ⁵	634.0000	Describe						
		Broker Unit Warrants to acquire Units of the Issuer at \$0.10 per Unit until December 22-29 2019; each Unit consisting of 1 common share and 1/2 common share purchase warrant to purchase common shares at \$0.20 per share until December 22-29 2019; value calculated at \$0.0362/Broker Unit Warrant (per Black Scholes option pricing model).						
Total compensation Paid	2,384.0000	2,384.0000						
Check box if the person will o	r may receive any	deferred compensatio	n (describe th	e terms below)				
⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.								
PERSON 5								
a) Name of person compensat	ed and registration	on status						
Indicate whether the person com ☐ No ☑ Yes	pensated is a regis	trant.						
If the person compensated is an individual, provide the full legal name of the individual.								

Secondary given names

Family name

First given name

Fan	nily name	First giv	en name	Sed	condary given names			
L								
	ne person compensated is not a	n individual, provi	de the following inform	nation.	E: NDD / /	··· · · · · · ·		
	legal name of non-individual				Firm NRD number (т аррисавіе)		
Don	minick Capital Corporation				22770			
	icate whether the person compe No	ensated facilitated	the distribution throu	gh a fundi	ing portal or an internet-b	pased portal.		
b) l	Business contact information	n						
If a	firm NRD number is not provid	led in Item 8(a), pi	rovide the business co	ontact info	ormation of the person be	eing compensated.		
Stre	eet address	Municip	ality	Province	/State	Postal/ZIP code		
Cou	ıntry	Telepho	ne number	Email ad	dress			
c)	Relationship to issuer or inv	estment fund ma	nager					
Par	icate the person's relationship wat B(2) of the Instructions and the Connected with the issuer or inv	ne meaning of "col	ntrol" in section 1.4 of	NI 45-10		npleting this section).	
	nsider of the issuer (other than	an investment fun	d)	√ N	lone of the above			
	Director or officer of the investm	ent fund or investr	ment fund manager					
d)	Compensation details							
Dro	vide details of all componenties	n naid ar ta ha na	id to the nersen iden	tified in It	om 9/a) in connection wi	th the distribution D	Provide all ama	unto
in C	vide details of all compensation Canadian dollars. Include cash services incidental to the distril out, or report on, internal allocat	commissions, sec bution, such as cle	urities-based comper erical, printing, legal o	nsation, gi or accoun	fts, discounts or other co	empensation. Do no s not required to as	t report payme k for details	
√	Cash commissions paid	40,180.0000						
	Value of all securities	326.0000	Security code1 WN	Г	Security code2	Security code	3	
	distributed as		Describe terms of wa	arrants, or	otions or other rights			
	compensation ⁴				n shares at \$0.13 per sha		22-29 2019; va	lue
			calculated at \$0.046	5/Warrant	(per Black Scholes opti	on pricing model).		
√	Other compensation ⁵	14,216.0000	Describe					
		,		s to acqui	re Units of the Issuer at S	0.10 per Unit until [December 22-2	29
			2019; each Unit con	sisting of	1 common share and 1/2	common share pur	chase warrant	to
			•		60.20 per share until Dec per Black Scholes option	· · · · · · · · · · · · · · · · · · ·	value calculate	ed at
			φ0.0302/Bloker Offit	vvairant	per black ocholes option	r pricing model).		
-	Total compensation Paid	54,722.0000						
	Check box if the person will or	may receive any	deferred compensatio	n (describ	e the terms below)			
⁴ Pr	ovide the aggregate value of al	II securities distrib	uted as compensatior	n. excludir	ng options, warrants or o	ther rights exercisab	ole to acquire a	dditional
sec	urities of the issuer. Indicate th	e security codes t						
	ecquire additional securities of t							
° DC	o not include deferred compens	sation.						
PEF	RSON 6							
a) l	Name of person compensate	ed and registration	on status					
	icate whether the person compo	ensated is a regisi	trant.					
		alicialise Lee 2.1.1.1	ha full la l	hades to	les a l			
	ne person compensated is an in	-	•					
ram	nily name	First giv	en name	560	condary given names			
L								
	ne person compensated is not a	n individual, provi	de the tollowing inform	nation.	Firm NDD	if annia-t-l-1		
ruil	legal name of non-individual				Firm NRD number (і арріісавіе)		

Gravitas Securities Inc. 26260							
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes							
b) Business contact informati	on						
If a firm NRD number is not prov Street address	ided in Item 8(a), po Municip Telepho			ate	Postal/ZIP code		
			Email addre				
c) Relationship to issuer or in	vestment fund ma	anager					
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 cast for services incidental to the distabout, or report on, internal alloc	h commissions, sec ribution, such as cl	curities-based comper erical, printing, legal o	nsation, gifts, or accounting	discounts or other co services. An issuer is	mpensation. Do no s not required to as	t report payments k for details	
Cash commissions paid	15,000.0000						<u> </u>
Value of all securities distributed as compensation⁴		Security code1 Describe terms of wa		curity code2 ns or other rights	Security code	93	
✓ Other compensation ⁵	5,430.0000	Describe					
	,	Broker Unit Warrants to acquire Units of the Issuer at \$0.10 per Unit until December 22-29 2019; each Unit consisting of 1 common share and 1/2 common share purchase warrant to purchase common shares at \$0.20 per share until December 22-29 2019; value calculated at \$0.0362/Broker Unit Warrant (per Black Scholes option pricing model).					
Total compensation Paid	20,430.0000						
Check box if the person will or may receive any deferred compensation (describe the terms below)							
⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.							
PERSON 7							
a) Name of person compensa	ted and registration	on status					
Indicate whether the person compensated is a registrant. □ No ☑ Yes							
If the person compensated is an Family name	-	the full legal name of the name		dary given names			
If the person compensated is not Full legal name of non-individual Leede Jones Gable Inc.	an individual, provi	ide the following inforr	mation.	Firm NRD number <i>(i</i>	f applicable)		
	pensated facilitated	I the distribution throu	gh a fundina		ased portal.		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves							

b) Business contact information								
If a firm NRD number is not prov	rided in Item 8(a), p	rovide the business c	ontact informa	tion of the person bei	ina compensated.			
Street address			Province/Stat	•	Postal/ZIP code			
		,						
Country	Telenho	one number	Email addres	s				
Country	Гегерпе	Title Hamber	Email address	<u> </u>				
c) Relationship to issuer or in	vestment fund ma	anager						
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 tha	n an investment fur	nd)	✓ None	of the above				
Director or officer of the investment fund or investment fund manager								
d) Compensation details								
Provide details of all compensati in Canadian dollars. Include cas for services incidental to the dist about, or report on, internal alloc	h commissions, sec tribution, such as cl	curities-based comper lerical, printing, legal o	nsation, gifts, or or accounting	discounts or other cor services. An issuer is	npensation. Do not not not required to ask	report payments for details		
✓ Cash commissions paid	12,320.0000							
Value of all securities	6,561.0000	Security code1 WN	T Sec	urity code2	Security code3	3		
distributed as compensation 4		Describe terms of wa	arrants, option	s or other rights				
Compensation				ares at \$0.13 per shar		2-29 2019; value		
		calculated at \$0.046	5/Warrant (pe	r Black Scholes optio	n pricing model).			
✓ Other compensation ⁵	3,801.0000	Describe						
		2019; each Unit con purchase common s	sisting of 1 co hares at \$0.20	nits of the Issuer at \$(mmon share and 1/2) per share until Dece Black Scholes option	common share purc mber 22-29 2019; va	hase warrant to		
Total compensation Paid	22,682.0000							
Check box if the person will o	or may receive any	- deferred compensatio	n (describe the	e terms below)				
		·						
⁴ Provide the aggregate value of securities of the issuer. Indicate								
to acquire additional securities of 5 Do not include deferred competitions.	of the issuer.		,	, ,	,	J		
,	nsation.							
PERSON 8								
a) Name of person compensa	ted and registration	on status						
Indicate whether the person compensated is a registrant. □ No ☑ Yes								
If the person compensated is an	individual, provide	the full legal name of	the individual.					
Family name	First giv	en name	Second	ary given names				
If the person compensated is not an individual, provide the following information.								
Full legal name of non-individual	Full legal name of non-individual Firm NRD number (if applicable)							
Mackie Research Capital Corpor	Mackie Research Capital Corporation 3070							
Indicate whether the person com ✓ No Yes	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.							
b) Business contact informati	on							
If a firm NRD number is not prov	vided in Itam 9/2)	rovide the husiness a	ontact informa	tion of the person ha	ing compensated			
Street address	riaea in item 8(a), p Municip		ontact Informa Province/Stat	•	ng compensated. Postal/ZIP code			
	Marilor	,						
1								

Country	Telepho	ne number	Email address]			
c) Relationship to issuer or	r investment fund ma	nager						
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 fun	ıd)	✓ None of the above					
Director or officer of the inve	estment fund or invest	ment fund manager						
d) Compensation details								
in Canadian dollars. Include of for services incidental to the of	eash commissions, sec distribution, such as cl	curities-based comper erical, printing, legal (tified in Item 8(a) in connection winsation, gifts, discounts or other corrections accounting services. An issuer lificers or employees of a non-indivi	ompensation. Do no is not required to as	ot report payments sk for details			
Cash commissions paid	23,520.0000							
Value of all securities	6,998.0000	Security code1 WN	T Security code2	Security cod	e3			
distributed as compensation 4		Describe terms of w	arrants, options or other rights					
composition.		II .	e common shares at \$0.13 per sha 5/Warrant (per Black Scholes opti		22-29 2019; value			
Other compensation ⁵	1,432.0000	Describe						
		2019; each Unit con purchase common s	s to acquire Units of the Issuer at 3 sisting of 1 common share and 1/2 hares at \$0.20 per share until Dec Warrant (per Black Scholes option	2 common share pu cember 22-29 2019;	irchase warrant to			
Total compensation Pai	id 31,950.0000							
Check box if the person w	ill or may receive any	deferred compensatio	n (describe the terms below)					
	ate the security codes as of the issuer.		n, excluding options, warrants or o buted as compensation, including					
PERSON 9								
a) Name of person compen	sated and registration	on status						
Indicate whether the person co ☐ No ☑ Yes	ompensated is a regis	trant.						
If the person compensated is a	an individual, provide t	the full legal name of	the individual.					
Family name	First giv	en name	Secondary given names					
If the negrous commenced in		ida tha fallawina infaw	mation.					
If the person compensated is not an individual, provide the following information. Full legal name of non-individual Firm NRD number (if applicable)								
Foster & Associates Financial Services Inc.								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves								
b) Business contact informa	ation							
If a firm NRD number is not pr	rovided in Item 8(a), p	rovide the business c	ontact information of the person b	eing compensated.				
Street address	Municip	ality	Province/State	Postal/ZIP code]			
Country	Talanho	ne number	Email address	_	J			
	Телерно]			
c) Relationship to issuer or	r investment fund ma	nager						

o, normalism pro recommendation in manager						
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						
Insider of the issuer (other tha	n an investment fun	✓ None of the abo	ove			
Director or officer of the invest	ment fund or invest	ent fund manager				
d) Compensation details						
in Canadian dollars. Include cash for services incidental to the dist	h commissions, sec ribution, such as cl	rities-based compensation, gifts, discounts ical, printing, legal or accounting services.	nnection with the distribution. Provide all amounts or other compensation. Do not report payments An issuer is not required to ask for details a non-individual compensated by the issuer.			
Cash commissions paid	2,600.0000		_			
Value of all securities distributed as	930.0000	Security code1 WNT Security code Describe terms of warrants, options or other				
compensation ⁴		Warrants to purchase common shares at \$0 calculated at \$0.0465/Warrant (per Black S	0.13 per share until December 22-29 2019; value choles option pricing model).			
Other compensation ⁵		Describe				
Total compensation Paid	3,530.0000					
Check box if the person will or may receive any deferred compensation (describe the terms below)						
	the security codes in the issuer.		arrants or other rights exercisable to acquire additional, including options, warrants or other rights exercisable			

ITEM 9 – D	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF	THE ISSUER					
Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).								
Reporting	issuer in any jurisdiction of Canada							
☐ Foreign p	ublic issuer							
•	Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶ Provide name of reporting issuer							
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 al ectors, are beneficially owned by t ren if the issuer made previous dis	ll 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 iss	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						
	ollowing information for each director, executive rwise 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)				
□Y □N				□D □O □P				
b) Promoter	information							
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.								
	Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)				
				□ D □ O				
c) Resident	al address of each individual							
Complete <u>Schedule 2</u> of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.								

ITEM 10 - CERTIFICATION

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

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

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

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

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

By completing the information below, I certify, on behalf of the issuer/underwriter, 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	Bird River Resources Inc.					
Full legal name - Family name	First given name			Secondary given names		
Tokarsky	John			Victor		
Title		Teleph	none number	Em	ail address	
Chief Financial Officer		4169486606 johr		johr	n@tokarskycorporate.com	
Signature (signed) John V Tokarsky		Date	2019-04-04			
ITEM 44 CONTACT DEB	CON					

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