Form 45-106F1 Report of Exempt Distribution

ITEM 1 - REPORT TYPE

✓ New report

Amended report

If amended, provide filing date of report that is being amended.

(YYYY-MM-DD)

ITEM 2 - PARTY CERTIFYING THE REPORT

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

Investment fund issuer

✓ Issuer (other than an investment fund)

Underwriter

ITEM 3 - ISSUER NAME AND OTHER IDENTIFIERS

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

Full legal name	First Lithium Minerals Corp. / First Lithium Minerals Corp.
Previous full legal name	FIRST LITHIUM MINERALS CORP. (FORMERLY PETROCORP GROUP INC.)
If the issuer's name changed in	the last 12 months, provide most recent previous legal name.
Website	www.firstlithium.ca (if applicable)
lf the issuer has a legal entity identifier, p	rovide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".
Legal entity identifier	
lf two or more issuers distributed a single above.	security, provide the full legal name(s) of the co-issuer(s) other than the issuer named
Full legal name(s) of co-issuer(s)	(if applicable)

ITEM 4 - UNDERWRITER INFORMATION If an underwriter is completing the report, provide the underwriter's full legal name, firm NRD number, and SEDAR+ profile number. Full legal name Firm NRD number (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 212398
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
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 🗌 50 - 99 🗌 100 - 499 🗌 500 or more
c) SEDAR+ profile number
Provide the issuer's SEDAR+ profile number 000024772

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION If the issuer is an investment fund, provide the following information. a) Investment fund manager information Full legal name Full legal name Firm NRD number Gift applicable) SEDAR+ profile number O Type of investment fund Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Money market Equity Fixed income Balanced

Alternative strategies	Cryptoasset	🗌 Other (describe)			
Indicate whether one or both of th	ne following apply to the i	nvestment fund.			
Invest primarily in other inv		,			
☐ Is a UCITs Fund ¹ ¹ Undertaking for the Collective Investme that allow collective investment schemes	ent of Transferable Securities fu				ו (EU) directives
c) Net asset value (NAV	') of the investment f	und			
Select the NAV range of the invest	ment fund as of the date o	of the most recent NAV calc	ulation (Canad	lian \$).	
🗌 Under \$5M	S5M to under \$	\$25M 🗌 \$25M to und	er \$100M	Date of NAV calo	ulation:
☐ \$100M to under \$500M	🗌 \$500M to unde	er \$1B 🔲 \$1B or over		YYYY MI	M DD
ITEM 7 - INFORMATION	ABOUT THE DIST	RIBUTION			
<i>If an issuer located outside of Car information about purchasers res commissions or finder's fees, in co ltem 7 must reconcile with the inf</i>	ident in that jurisdiction of onnection with the distribution	of Canada only. Do not incl ution, which must be disclo	ude in Item 7 s	securities issued as p	payment of
a) Currency					
Select the currency or currencies i dollars.	n which the distribution v	vas made. All dollar amour	nts provided in	the report must be	in Canadian
🗹 Canadian dollar 🛛 US	dollar 🗌 Euro C	Other (describe)			
b) Distribution dates					
State the distribution start and en the distribution date as both the s include the start and end dates fo	start and end dates. If the	report is being filed for sec			'
Start date 20	24 10 04	End date	2024	10 04	
YY	YY MM DD		YYYY	MM DD	
c) Detailed purchaser i	nformation				
Complete Schedule 1 of this for	m for each purchaser a	nd attach the schedule to	the complete	ed report.	
d) Types of securities c	listributed				
Provide the following information to indicate the security code. If pr distributed.					

Security code Cusp pumber (if pumber								[C	anadian \$	
e) Details of rights and convertible/exchangeable securities If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security. Convertible/exchangeable securities were 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, include distributions to purchaser secident in that jurisdiction where a purchaser resides and for each exemption relied on in Canada, include distributions to purchaser secident in that jurisdiction of the distribution in a jurisdiction of Canada, and (iii) each exemption relied on in the jurisdiction where 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 jurisdiction swithin Canada, state the province or territory, otherwise state the country. Frowince or country Exemption relied on Number of unique purchasers may be counted as one purchaser. A notal dollar amount of securities of unique purchasers any once, joint purchasers and yone, regardles of whether the issuer distributed multiple types of securities to, and relied on multiple exemption relied on in Canada, indiverse and and preventes. A notal dollar amount of unique purchasers to which the issuer distributed securities, cum each purchasers and yone, regardles of whether the issuer distr	-	number	(if C	Descriptio	on of secu	rity		-		e	-	
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ITEM 8 - COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) (in Québec, Regulation 45-106 respecting Prospectus Exemption whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete addition copies of this page if more than one person was, or will be, compensated.	
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.	
✓ No Yes If yes, indicate number of persons compensated.	
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 name of the individual.	
Full legal name of individual	
Family name First given name Secondary given name If the person compensated is not an individual, provide the following information. Secondary given name	
Full legal name of non-individual	
Firm NRD number (if applicable)	
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based 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 being compensate	d.
Street address	
Municipality Province/State	
Country Postal code/Zip code	
Email address Telephone number	
c) Relationship to issuer or investment fund 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 (in Québec, Regulation 45- respecting Prospectus Exemptions) for the purposes of completing this section.	106
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 fund manager	
Employee of the issuer or investment fund manager	
None of the above	
d) Compensation details	

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

Cash commissions paid				
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1	Security code 2	Security code 3	
Describe terms of warrants, options or other rights]
Other compensation ⁵				
Describe				
Total compensation paid				
Check box if the person will or may receive any def	erred compensati	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as acquire additional securities of the issuer. Indicate the secu options, warrants or other rights exercisable to acquire ad ⁵ Do not include deferred compensation.	urity codes for all s	ecurities distributed		

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS 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).

\checkmark	Reporting	issuer	in a	jurisdiction	of	Canada
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E Foreign public issuer

Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶

Provide name of reporting issuer

Wholly owned subsidiary of a foreign public issuer ⁶

Provide name of foreign public issuer

Issuer distributing only eligible foreign securities and the distribution is to permitted clients only ⁷.

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

⁶ 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.

⁷ 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	Secondary given names	Business location of non-individual or residential jurisdiction of individual		onship to all that a	
		name		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	Family	First given	, , ,	Residential jurisdiction of individual		promoter (select if applicable)
company name	name	name	names	Province or country	D	0
c) Residential a	ddress of	each indivi	dual			

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

ITEM 10 - CERTIFICATION

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

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

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

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

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions

to file a completed report	of exempt distribution.				
securities regulatory aut	hority or regulator, as applical	ble, that I have r	eviewed this re	vestment fund manager, to the port and to my knowledge, hav the extent required, complete.	ring
Name of Issuer/ investment fund	First Lithium Minerals Corp.				
manager/agent					
Full legal name	SALTSMAN	Rob	ert		
	Family name	First give	n name	Secondary given names	
Title	President & CEO				
Telephone number	+1 (416) 402-2428	Email address	rob@firstlithiu	ım.ca	
Signature	/s/ "Rob Saltsman"	Date	2024	10 07	

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	MATANOVIC	Anna	
	Family name	First given name	Secondary given names
Title	Securities Law Clerk		
Name of company	FOGLER, RUBINOFF LLP		
Telephone number		Email address ama	atanovic@foglers.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.

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.