Form 45-106F1 Report of Exempt Distribution

ITEM 1 - REPORT TYPE							
✓ New report							
☐ Amended report If amended, prov	ovide filing date of report that is being amended	(YYYY-MM-DD)					
ITEM 2 - PARTY CERTIFYING THE REPORT	Т						
Indicate the party certifying the report (select only one) Instrument 81-106 Investment Fund Continuous Disclo	e). For guidance regarding whether an issuer is an investment fur	nd, refer to section 1.1 of National					
Investment fund issuer	osare and the companion policy to 141 61-100.						
✓ Issuer (other than an investment fund)							
☐ Underwriter							
ITEM 3 - ISSUER NAME AND OTHER IDEN							
Provide the following information about the issuer, or i							
Full legal name Atom Energy Inc.							
Previous full legal name							
If the issuer's name changed in the last 12 months, provide most recent previous legal name.							
Website	(if applicable)						
If the issuer has a legal entity identifier₁ provide below.	v. Refer to Part B of the Instructions for the definition of "legal ent	ity identifier".					
Legal entity identifier							
If two or more issuers distributed a single security, prov	ovide the full legal name(s) of the co-issuer(s) other than the issue	er named above.					
Full legal name(s) of co-issuer(s)	(if applicable)						
ITEM 4 - UNDERWRITER INFORMATION							
If an underwriter is completing the report, provide the u	underwriter's full legal name and firm NRD number.						
Full legal name							
Firm NRD number	(if applicable)						
If the underwriter does not have a firm NRD number, p	provide the head office contact information of the underwriter.						
Street address							
Municipality	Province/State						
Country	Postal code/Zip code						
Telephone number	Website	(if applicable)					

Item 5 - Issuer Information
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.
NAICS industry code 2 1 2 2 3 3
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
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 ✓ Yes If yes, provide SEDAR profile number 0 0 0 2 6 0 7 9
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
f) Reporting issuer status
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB BC MB NB NB NT
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 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)
	h of the following apply to the investment fund .
	n other investment fund issuers
☐ Is a UCITs Fund¹	
¹ Undertaking for the Collec (EU) directives that allow co	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union ollective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
c) Date of formation a	nd financial year-end of the investment fund
Date of format	tion Financial year-end 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 T
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 oot a trading facility such as, for example, an automated trading system.
Exchange n	
f) Net asset value (NA	AV) of the investment fund
Select the NAV range of the	investment fund as of the date of the most recent NAV calculation (Canadian \$).
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M
\$100M to under \$500	DM S500M to under \$1B S1B or over Date of NAV calculation: YYYY MM DD

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. Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. US dollar ✓ Canadian dollar Euro Other (describe) 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 2019 01 04 2019 01 04 YYYY MM DD YYYY MM DD Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. 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 CUSIP number code (if applicable) Description of security		Number of securities	Single or lowest price	Highest price	Total amount			
С	M S			2,014,286.00	0.3500		705,000.10		

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 security code	Underlying security code				Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)	
				Lowest	Highest			

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

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique ²⁸ purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	1	399,999.95
United States	NI 45-106 2.3 [Accredited investor]	2	305,000.15
	curities distributed	705,000.10	
	Total number of unique purchasers ^{2b}	3	

^{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.

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. 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	

³"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)

ITEM 8 - COMPENSATION	EM 8 - COMPENSATION INFORMATION							
Provide information for each per the distribution. Complete add				•	ny compensation in connection with ed.			
Indicate whether any compenso	ntion was paid, or will be p	aid, in connecti	on with the distribution).				
No ✓ Yes	If yes, indicate nu	mber of perso	ons compensated.	1				
a) Name of person compe	ensated and registration	n status						
Indicate whether the person com	pensated is a registrant.		✓ No	Yes				
If the person compensated is an	individual, provide the nar	ne of the indivi	dual.					
Full legal name of indivi	dual Wilson		John					
	Family	name	First giver	n name	Secondary given names			
If the person compensated is not	If the person compensated is not an individual, provide the following information.							
Full legal name of	of non-individual							
Fir	m NRD number			(if appli	cable)			
Indicate whether the person com	nensated facilitated the di	stribution throu	ah a fundina portal or	 an internet-based p	ortal. ✓ No ☐ Yes			
b) Business contact inforr	-		gir a fariating portation	an ancomot basea p				
If a firm NRD number is not prov		the husiness co	entact information of th	ne nerson heina com	nensated			
	0142-111 Street NW			e person boung com	perioacea.			
L				Province/State	Alberta			
. , [Edmonton		_					
Country	Canada		Posta	I code/Zip code	T5K1K6			
Email address 1	5frankst@gmail.com		Tele	ephone number	7804461212			
c) Relationship to issuer of	or investment fund man	ager						
Indicate the person's relationship the Instructions and the meaning					ning of "connected" in Part B(2) of			
Connect with the issue	er or investment fund man	ager	Inside	er of the issuer (oth	er than an investment fund)			
Director or officer of th	e investment fund or inve	stment fund ma	anager Empl	oyee of the issuer of	or investment fund manager			
None of the above								
d) Compensation details								
incidental to the distribution, suc allocation arrangements with the	ommissions, securities-base h as clerical, printing, lega h directors, officers or empl	ed compensatio or accounting	n, gifts, discounts or oth services. An issuer is no	her compensation. Do nt required to ask for	ribution. Provide all amounts in To not report payments for services r details about, or report on, internal			
Cash commissions pai	d			Security code 1	Security code 2 Security code 3			
Value of all securities distributed as compensation	20 000 00	\$	Security codes	C M S				
Describe te	rms of warrants, options	or other rights	80,000 common sh	nares at a deeme	d price of \$0.35 per share			
Other compensation	5	Describe						
Total compensation paid	28,000.00							
⁴ Provide the aggregate value of		as compensatio	on, <u>excluding</u> options, v	warrants or other rig				
additional securities of the issue rights exercisable to acquire ad 5Do not include deferred compa	ditional securities of the is		urities distributed as col	mpensation, <u>includ</u>	<u>ıng</u> options, warrants or other			

not include deferred compensation

TEM 9 - DIRECTORS, EXECU	TIVE OFFICERS	AND PROMOT	ERS OF THE I SS	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 applie	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 ⁶					
Provide nan	ne of reporting issue	r						
Wholly owned subsidiary of a foreign public issuer ⁶								_
Provide name of	foreign public issue	r						7
Issuer distributing only eligi	ble foreign securities	and the distributio	n is to permitted clie	ents only ⁷				_
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d). Proceed to Item	10.				
securities that are required by law to respectively. Theck this box if it applies to the cultinus. Refer to the definitions of "e	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. 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 officer	s and promoters o	of the issuer						
Provide the following information for territory; otherwise state the country.						tate the	province	or
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individu 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 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	Residential jurisdiction of individual Relationship to promoter (select one or both if applica					oter licable)		
				Province or country	D		C)
c) Residential address of eac	h individual							

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 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	Atom Energy Inc.							
Full legal name	Veltheer John							
	Family name		Secondary given names					
Title	CEO and Director							
Telephone number	6045626915	6045626915 Email address john						
Signature	"John Veltheer"	Date	2019	01	09			
			YYYY	MM	DD	•		

ITEM 11- CONTACT PERSON					
, ,	· · · · ·	r the individual that the sect the individual certifying the	, ,	regulator mo	ay contact with any questions
Same as individua	I certifying the report				
Full legal name				Title	
	Family name	First given name	Secondary given names		
Name of company					
Telephone number		Er	mail 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 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.