Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9194921

ITEM 1 - REPORT TYPE												
✓ New report												
Amended report	If amen	ded, pro	vide fi	ling dat	e of	report	that is	being ame	ended) (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.												
Investment fund issuer												
 ✓ Issuer (other than an investment fund) 												
			- /									
ITEM 3 - ISSUER NAME AND OTHER IDENTIFIERS												
Provide the following informati	Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.											
Full le	gal name	Spearm	int Re	sources	s Inc							
Previous full le	gal name											
If the issuer's name cho	anged in the	last 12 mc	onths, pi	rovide mo	st rece	ent previ	ous lega	ıl name.				
	Website	www.sp	earmi	ntresou	rces	.ca		(if applicable	e)			
If the issuer has a legal entity ic	dentifier <u>,</u> pro	vide below	. Refer t	o Part B c	f the l	Instructio	ons for t	he definition o	of "legal entit	y identifier".		
Legal entity	identifier											
If two or more issuers distribute	ed a single se	curity, pro	vide the	full legal	name	e(s) of th	e co-issu	ier(s) other th	an the issuer	named above	2.	
Full legal name(s) of co	-issuer(s)					(if applicable)						
ITEM 4 - UNDERWRITER	INFORM	ATION										
If an underwriter is completing	the report, p	orovide the	underw	riter's full	legal	name a	nd firm l	NRD number.			_	
Full legal name												
Firm NRD number	(if applicable)											
If the underwriter does not have	e a firm NRL) number, p	orovide	the head	office	contact	informat	tion of the un	derwriter.			
Street address]	
Municipality						Province/State					1	
Country						Pos	tal code	e/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 3 9 8									
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									
Does the issuer have a SEDAR profile?									
No ✓ Yes If yes, provide SEDAR profile number 0 0 0 2 9 2 8 5									
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									
YYYY 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 AB BC MB NB NL NT									
NS NU ON PE QC SK YT									
g) Public listing status									
If the issuer has a CUSIP number, provide below (first 6 digits only)									
CUSIP number									
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.									
Exchange name									
h) Size of issuer's assets									
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.									

\$0 to under \$5M	\$5M to under \$25M	□ \$25M to under \$100M
S100M to under \$500M	S500M to under \$1B	S1B or over

If the issue is an investment fund, provide the following information: a) Investment fund manager information Full legal name Furn NRD number If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Province/State Guntry Postal code/Zip code Telephone number D Type of investment fund Tree of investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Indicate whether one or both of the following apply to the investment fund. Investing in the investment fund issuers Is a UCIT's Fund's) Understaining in other investment fund issuers Is a UCIT's Fund's) are investment fund issuers Is a UCIT's Fund's) are investment fund is regulated by the European Union Contractives that allow collective investment of tansfieable Securities funds (UCIT's Funds) are investment fund is regulated by the European Union Context in a manager in any indication of Canada? No
Full legal name
Firm NRD number (if applicable) If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Province/State
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CUSIP number
name of an exchange and not a trading facility such as, for example, an automated trading system
Exchange name
f) Net asset value (NAV) of the investment fund
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).
L L \$\the under \$\mathbf{S}M \qquad L \qquad \mathbf{S}M \text{ to under \$\mathbf{S}M \qquad \text{ to under \$\mathbf{S}M \qquad \text{to under \$\mathbf{S}M
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M \$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation:

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

puro coni	chas nect	ers r tion v	resid with	ent in	that istribi	jurisa	iction of Canada	only. Do not include	risdiction of Canada, i e in Item 7 securities is he information provid	ssued	as payment of c	ommissions or fi	
a)	a) Currency												
Sele	Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.												
\checkmark	Са	nadi	ian d	dolla	r		US dollar	Euro	Other (desc	ribe)			
b)	b) Distribution date(s)												
as b	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 2020 07 29 YYYY MM DD YYYY												
c)	D	etai	led	purc	hase	r infc	ormation						
				-				h purchaser and	attach the schedu	ıle to	the complet	ed report.	
d)	-					_	ributed	,			-	···· ·	
,								ons reported on a p	er security basis. Refe	r to Pr	art A(12) of the I	nstructions for h	ow to indicate the
									CUSIP number assign				
										Γ		Canadian \$	
			0110	10							Single or	Canadian y	
	curit code	-		IP nui ipplica			Description	of security	Number of securities		lowest price	Highest price	Total amount
U	в	S	847	'381	100	unit sha pur ent con	Non Flow-Through Units. Each unit consists of one common share and one transferable share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of \$0.05		: e)5	2.00	0.0300		575,289.96
F	т	U	847	'381	100	con and pur ent con	isists of one c l one transfera chase warran itles the holde nmon share a	e for a period of 5 years. ough Units. Each unit of one common share transferable share warrant. Each warrant ne holder to acquire one share at a price of \$0.05 e for a period of 5 years.		2.00	0.0350		124,499.97
e)	D	etai	ils o	f righ	nts ar	nd co	nvertible/excha	ngeable securitie	es				
									cise price and expiry o terms for each conve				exchangeable securities
exc	han	rtible geab ty coo	ole		derlyir urity co		Exercia (Cana	Expiry date (YYYY- MM-DD)	С	Conversion ratio	Describe other i	tems (if applicable)	
	Τ.		-			-	Lowest	Highest		-			
W	_	_	T T	C	M	S	0.0500		2025-07-29	1			
W	_	-	Т	С	М	S	0.0500		2025-07-29	1			
f)			-					ion and exemption					
									r of purchasers for eac It distribution. Howeve				

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 ²⁹ purchasers	Total amount (Canadian \$)					
British Columbia	NI 45-106 2.3 [Accredited investor]	20	306,289.96					
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	1	7,000.00					
Alberta	NI 45-106 2.3 [Accredited investor]	4	88,500.00					
Ontario	NI 45-106 2.3 [Accredited investor]	6	168,000.00					
Québec	NI 45-106 2.3 [Accredited investor]	1	99,999.97					
Guatemala	NI 45-106 2.3 [Accredited investor]	1	30,000.00					
	Total dollar amount of securities distributed							
	Total number of unique purchasers ^{2b} 33							

^{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.³ 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)

Ітем 8 - Со	TEM 8 - COMPENSATION INFORMATION										
		rson (as defined in NI 45-106) to whom the issuer directly provides, c litional copies of this page if more than one person was, or will									
Indicate wheth	her any compens	ation was paid, or will be paid, in connection with the distribution.									
🗌 No	✓ Yes	If yes, indicate number of persons compensated.	7								

a) Name of person comper	nsated and regis	tration	status								
Indicate whether the person comp	Indicate whether the person compensated is a registrant. No Ves										
If the person compensated is an ir	If the person compensated is an individual, provide the name of the individual.										
Full legal name of individ	lual										
	ame		First	given na	ame		Seco	ndary given	names		
If the person compensated is not an individual, provide the following information.											
Full legal name of	Full legal name of non-individual Leede Jones Gable Inc.										
Firr	n NRD number	5	7 7	0				(if appl	icable)		
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 provi	ided in Item 8 (a), p	rovide t	the business c	ontact info	rmation	of the p	person b	eing com	pensated.		
Street address											
Municipality						Р	rovince	/State			
Country]	P	ostal c	ode/Zip	o code			
Email address						Telepl	hone n	umber			
c) Relationship to issuer or	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 "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.											
Connect with the issuer						-	-		er than an	investment	t fund)
Director or officer of the	investment fund o	r invest	tment fund m	anager		Emplov	ee of the	e issuer (or investme	ent fund ma	inager
✓ None of the above						1 - 5					
d) Compensation details											
Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the	nmissions, securitie as clerical, printing	s-based 1, legal (d compensation or accounting	on, gifts, di: services. A	scounts o An issuer	or other is not r	[.] comper equired	nsation. E to ask fo	Do not repo	rt payment.	s for services
Cash commissions paid	72	20.00					Security	code 1	Security co	de 2 Sec	curity code 3
Value of all securities distributed as compensation ⁴				Security co	odes		W N	Т			
Describe ter	ms of warrants, op	tions or	r other rights							older to ad	
Other compensation ⁵			Describe								
Total compensation paid											
Check box if the pers	on will or may rece	ive any	v deferred cor	npensatior	n (descri	be the	terms be	elow)			
additional securities of the issuer rights exercisable to acquire add	⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.										

a) Name of person compo	ensated and regis	tration	status								
Indicate whether the person con	Indicate whether the person compensated is a registrant. No Ves										
If the person compensated is an	If the person compensated is an individual, provide the name of the individual.										
Full legal name of indivi	dual										
		ame	-	First g	jiven na	ame		Seco	ndary given	names	
If the person compensated is not an individual, provide the following information.											
Full legal name	Full legal name of non-individual Raymond James Ltd.										
Fi	rm NRD number	8	2 4	0				(if appl	icable)		
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 pro	vided in Item 8 (a), p	orovide	the business c	ontact info	rmation o	of the p	person b	eing com	pensated.		
Street address											
Municipality						Pr	rovince	/State			
Country]	Pos	stal co	ode/Zip	o code			
Email address					Т	Felepł	none ni	umber			
c) Relationship to issuer of	or investment fund	d mana	ager								
	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 "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.										
Connect with the issue	-					-	-		er than an	investment	t fund)
Director or officer of th	ne investment fund o	or inves	tment fund m	anager	 □ Er	volam	ee of the	e issuer o	or investme	ent fund ma	inager
✓ None of the above						1					
d) Compensation details											
Provide details of all compensati Canadian dollars. Include cash co incidental to the distribution, suc allocation arrangements with the	ommissions, securitie h as clerical, printing	es-baseo g, legal	d compensatic or accounting	on, gifts, dis services. A	counts or n issuer is	[,] other s not re	comper equired	nsation. E to ask foi	Do not repo	rt payment.	s for services
Cash commissions pai	id 2,40	00.00				Ś	Security	code 1	Security co	de 2 Sec	curity code 3
Value of all securities distributed as compensatior	-		:	Security co	odes	\	W N	Т			
Describe te	erms of warrants, op	tions o	r other rights	80,000 one con	Warrants	s. Ead	ch warr t an ex	ant enti ercise p	tles the ho price of \$0	older to ad	cquire /ears
Other compensatior	1 ⁵		Describe					•			
Total compensation pai	d]
Check box if the per	son will or may rece	eive any	y deferred cor	npensation	(describ	e the t	terms be	elow)			
additional securities of the issue rights exercisable to acquire ad	⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.										

a) Name of person comp	ensated and registr	ation status								
Indicate whether the person con	Indicate whether the person compensated is a registrant. No Ves									
If the person compensated is an individual, provide the name of the individual.										
Full legal name of indiv	idual									
Family name First given name Secondary given names										
If the person compensated is not an individual, provide the following information.										
Full legal name	Full legal name of non-individual PI Financial Corp.									
Fi	irm NRD number	5 2	9 0		(if a	applicable)				
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 pro	ovided in Item 8 (a), pro	ovide the busines	s contact info	ormation of the	e person being	compensated.		_		
Street address										
Municipality					Province/Sta	te		1		
Country				Postal	code/Zip cod	le e		1		
Email address				Tele	phone numb	er		1		
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 "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.										
Connect with the issu	-			· ·	-		investment fund)			
Director or officer of th	he investment fund or	investment fund	manager		wee of the issu	ier or investme	ent fund manager			
✓ None of the above			managor							
d) Compensation details Provide details of all compensation Canadian dollars. Include cash c incidental to the distribution, suc allocation arrangements with th	ommissions, securities ch as clerical, printing,	-based compense legal or account	ation, gifts, di ing services. A	iscounts or othe An issuer is not	er compensatic required to as	on. Do not repo	ort payments for services			
Cash commissions pa	id 10,544	1.80		[Security code	1 Security co	ode 2 Security code 3			
Value of all securitie distributed as compensatio	-		Security c	odes	WN	Г]		
Describe to	erms of warrants, opti	ons or other righ					holder to acquire).05 for 5 years]		
Other compensation	n ⁵	Descril						1		
Total compensation pa	id							1		
Check box if the pe	rson will or may receiv	/e any deferred	compensatio	n (describe the	e terms below)					
]		
⁴ Provide the aggregate value of additional securities of the issue rights exercisable to acquire ad ⁵ Do not include deferred compo- ⁵	er. Indicate the secur dditional securities of t	ity codes for all s	ation, <u>exclud</u> securities dist	<i>ling_options, w</i> tributed as con	arrants or othe npensation, <u>in</u>	er rights exerci <u>cluding</u> options	sable to acquire s, warrants or other			

a) Name of person compensated and r	egistration status			
Indicate whether the person compensated is a r	egistrant.	□ No ✓	Yes	
If the person compensated is an individual, prov	ide the name of the indivi	dual.		
Full legal name of individual				
	Family name	First given r	name S	Secondary given names
If the person compensated is not an individual,	-			
Full legal name of non-individ	ual Canaccord Genuit	ty Corp.		
Firm NRD numl	per 9 0 0		(if applicable)	
Indicate whether the person compensated facili	ated the distribution throu	ıgh a funding portal or aı	n internet-based portal.	🖌 No 🗌 Yes
b) Business contact information				
If a firm NRD number is not provided in Item 8	(a), provide the business co	ontact information of the	person being compensate	ed.
Street address				
Municipality		F	Province/State	
Country		Postal	code/Zip code	
Email address		Telep	phone number	
c) Relationship to issuer or investment	fund manager	-		
Indicate the person's relationship with the issue the Instructions and the meaning of "control" in				"connected" in Part B(2) of
Connect with the issuer or investmen		· · · _ ·	of the issuer (other than	an investment fund)
Director or officer of the investment fu	-	_	yee of the issuer or invest	
				sinch hand manager
d) Compensation details	: d + - + h : d +			n Durvida all'annoverta in
Provide details of all compensation paid, or to be Canadian dollars. Include cash commissions, sec	urities-based compensatio	on, gifts, discounts or othe	er compensation. Do not r	report payments for services
incidental to the distribution, such as clerical, pr allocation arrangements with the directors, offic				s about, or report on, internal
,	2,074.40	,	-	
Value of all securities		 Security codes	Security code 1 Securi W N T	ty code 2 Security code 3
distributed as compensation ⁴				
Describe terms of warrant	s, options or other rights	395,813 Warrants. E one common share a	Each warrant entitles t at an exercise price of	he holder to acquire f \$0.05 for 5 years
Other compensation ⁵	Describe			
Total compensation paid				
Check box if the person will or may	receive any deferred con	npensation (describe the	terms below)	
⁴ Provide the aggregate value of all securities of	listributed as compensation	on, <u>excluding</u> options. wa	arrants or other rights exe	ercisable to acquire
additional securities of the issuer. Indicate the rights exercisable to acquire additional securit	security codes for all secu	urities distributed as com	pensation, <u>including</u> opt	ions, warrants or other
⁵ Do not include deferred compensation.				

a) Name of person compen	sated and regis	tration	status									
Indicate whether the person compe	ensated is a regist	rant.		🗌 No		\checkmark	Yes					
If the person compensated is an in	dividual, provide t	he nam	e of the indivi	idual.								
Full legal name of individu	lal											
		Family na	ame		First	given na	ame		Seco	ndary given	names	
If the person compensated is not a	n individual, prov	ide the f	ollowing info	rmation.								
Full legal name of	non-individual	CIBC	Wood Gund	ły]
Firm	NRD number	3	8 5	0				(if appl	icable)			
Indicate whether the person compe	ensated facilitated	the dist	tribution throu	ugh a fund	ing port	al or an	interne	t-based p	ortal.	✓ N	o 🗌 Ye	əs
b) Business contact informa	ation											
If a firm NRD number is not provid	ded in Item 8 (a), p	orovide t	he business c	ontact info	rmation	of the p	person b	eing com	pensated.			
Street address												
Municipality						Р	rovince	/State				Ī
Country					Р	ostal c	ode/Zip	o code				Ī
Email address						Telepl	hone n	umber				Ī
c) Relationship to issuer or	investment fund	d mana	ger	_								
Indicate the person's relationship v the Instructions and the meaning o									ning of "co	nnected" ir) Part B(2) c	of
Connect with the issuer				, ,		-	-		er than an	investmen	t fund)	
Director or officer of the	investment fund o	or invest	ment fund m	anager		Employ	ee of the	e issuer (or investme	ent fund ma	anager	
✓ None of the above				-							-	
d) Compensation details												
Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such allocation arrangements with the a	nmissions, securiti as clerical, printing	es-based g, legal d	l compensatic or accounting	on, gifts, dis services. A	scounts o In issuer	or other is not r	· comper equired	nsation. E to ask fo	Do not repo	rt payment	s for service	
Cash commissions paid	1,20	00.00					Security	code 1	Security co	ode 2 Sec	curity code 3	
Value of all securities distributed as compensation ⁴			:	Security co	odes	,	W N	Т				
Describe tern	ns of warrants, op	otions or	other rights						tles the ho price of \$0			7
Other compensation ⁵			Describe					<u></u>				
Total compensation paid												
Check box if the perso	on will or may rece	eive any	deferred cor	npensatior	n (descri	ibe the	terms be	elow)				
												7
⁴ Provide the aggregate value of a additional securities of the issuer. rights exercisable to acquire addi ⁵ Do not include deferred compen-	Indicate the secutional securities of	irity cod	les for all sec	on, <u>excludi</u> urities disti	ing optic ributed a	ons, wai as comp	rrants oi pensatio	r other rig on, <u>inclua</u>	ghts exercis ling options	sable to act s, warrants	quire or other	

a) Name of person compe	ensated and regis	tration	status							
Indicate whether the person com	ppensated is a regist	rant.		No No	V	Yes				
If the person compensated is an	individual, provide t	he nam	ne of the indivi	dual.						
Full legal name of indivi	dual									
		Family n	ame		First giver	name		Seco	ndary given n	ames
If the person compensated is not	-		-							
Full legal name of	of non-individual	Mack	ie Research	Capital Co	rp.					
Fir	rm NRD number	3	0 7	0			(if appl	icable)		
Indicate whether the person com	pensated facilitated	the dis	tribution throu	ıgh a funding	g portal or	an interne	et-based p	ortal.	✓ No	Yes
b) Business contact inforr	nation									
If a firm NRD number is not prov	vided in Item 8 (a), p	orovide	the business co	ontact inform	nation of th	e person b	peing com	pensated.		
Street address										
Municipality						Province	e/State			
Country				Ī	Posta	l code/Zi	p code			
Email address					Tele	ephone n	umber			
c) Relationship to issuer of	or investment fund	d mana	ager							
Indicate the person's relationship the Instructions and the meaning								ning of "co	nnected" in	Part B(2) of
Connect with the issue				or the purpo		-		er than an	investment	fund)
Director or officer of th			-	anager	_				ent fund mar	,
✓ None of the above				anager						lager
d) Compensation details Provide details of all compensation Canadian dollars. Include cash co incidental to the distribution, suc allocation arrangements with the	ommissions, securiti h as clerical, printing	es-base g, legal	d compensatic or accounting	on, gifts, disco services. An	ounts or oth issuer is no	ner compe ot required	nsation. E ' to ask foi	Do not repoi	rt payments	for services
Cash commissions pai	d 8	04.00				Security	code 1	Security co	de 2 Secu	urity code 3
Value of all securities distributed as compensation			:	Security cod	es	WN	Т			
Describe te	erms of warrants, op	otions o	r other rights						older to aco .05 for 5 ye	
Other compensation	5		Describe						_	
Total compensation pai	d									
Check box if the per	son will or may rece	eive ang	y deferred con	npensation (describe th	ne terms b	elow)			
⁴ Provide the aggregate value of additional securities of the issue rights exercisable to acquire ad ⁵ Do not include deferred compe- ⁵ Do	er. Indicate the secu Iditional securities o	irity cod	des for all sect	on, <u>excluding</u> urities distrib	<u>g</u> options, v buted as co	varrants o mpensatio	or other rig on, <u>includ</u>	nts exercis ling options	sable to acqu , warrants o	uire r other

a) Name of person comp	ensated and regis	tration status					
Indicate whether the person co	mpensated is a registr	ant.	No No	✓ Y	es		
If the person compensated is ar	n individual, provide ti	he name of the indivi	dual.				
Full legal name of indiv	vidual						
	F	amily name	Firs	st given nam	e	Secondary	given names
If the person compensated is no	ot an individual, provi	de the following info	mation.				
Full legal name	of non-individual	Mine Equities Ltd.					
F	irm NRD number	6 5 6	6 0		(if app	licable)	
Indicate whether the person co	mpensated facilitated	the distribution throu	ıgh a funding por	tal or an in	ternet-based	portal. 🗸	🛾 No 🔲 Yes
b) Business contact info	mation						
If a firm NRD number is not pro	ovided in Item 8 (a), p	rovide the business c	ontact information	n of the per	rson being cor	npensated.	
Street address							
Municipality				Prov	vince/State		
Country] F	Postal cod	le/Zip code		
Email address				Telepho	ne number		
c) Relationship to issuer	or investment fund	l manager					
Indicate the person's relationsh the Instructions and the meanin Connect with the issu	ng of "control" in sect	on 1.4 of NI 45-106		f completin	g this section.		
Director or officer of t		-				or investment fur	,
				Employee			la manager
✓ None of the above							
d) Compensation details							
Provide details of all compensat Canadian dollars. Include cash o incidental to the distribution, su allocation arrangements with th	commissions, securitie ch as clerical, printing	s-based compensation, legal or accounting	on, gifts, discounts services. An issue	or other co r is not requ	ompensation. uired to ask fo	Do not report pay	ments for services
Cash commissions pa	aid 6,00	00.00		Se	curity code 1	Security code 2	Security code 3
Value of all securitie			Security codes				
distributed as compensatio	erms of warrants, op	tions or other rights					
Other compensatio		Describe					
Total compensation pa							
	erson will or may rece	ive any deferred cor	npensation (desc	ribe the ter	ms below)		
					,		
⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the secu dditional securities of	rity codes for all sec					

ITEM 9 - DIRECTORS, EXECU	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER					
If the issuer is an investment fund	d, do not complete	Item 9. Procced to	Item 10.						
Indicate whether the issuer is any o	f the following (seled	ct the one that appli	es - if more than one	applies, select onl	y one).				
Reporting issuer in any juris	diction of Canada								
Foreign public issuer									
Wholly owned subsidiary of	a reporting issuer i	n any jurisdiction of	Canada ⁶						
Provide nar	ne of reporting issue	ər]	
Wholly owned subsidiary of	a foreign public iss	suer ⁶							
Provide name of	foreign public issue	er							
Issuer distributing only eligi	ble foreign securitie	s and the distributio	n is to permitted clie	ents only ⁷					
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (c). Proceed to Item	10.					
⁶ An issuer is a wholly owned subsic securities that are required by law to respectively. ⁷ Check this box if it applies to the cu clients. Refer to the definitions of "e	o be owned by its di urrent distribution ev ligible foreign secur	irectors, are benefic ven if the issuer mac rity" and "permitted o	ially owned by the re de previous distribut client" in Part B(1) or	eporting issuer or t ions of other types	he foreign	public is	suer,		
a) Directors, executive officer	s and promoters	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				ship to issuer all that apply)		
				Province or	D	0	Р		
b) Promoter information									
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.									
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual	Relationship to pu (select one or both if				
				Province or	D		C		
				country					
				country					

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	Spearmint Resources Inc.								
Full legal name	Nelson		Corey						
	Family name		Secondary given names						
Title	CEO, Director, Secretary								
Telephone number	6046466903	Email address	blbcon						
Signature	James Nelson	Date	202	0 08	05				
			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	Cai	Cindy			Title	CFO
	Family name	First given name	Secondary	given names		
Name of company	Spearmint Resources In	с.				
Telephone number	6046466908	E	mail address	cindy@cocc	capital.c	a

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.