

*Thank you! Your form and the following attachments Form 45-106F1 ON ScheduleI\_CF.xls, , You must attach Commissions and Finders Fees file before submitting the form have been submitted! Please print and save a copy of this receipt, the Form and attachments for your records.*

*Submission ID number is EDR1465859168-341, submitted date and time: 2016-06-20 14:54:10.753*

## Issuer Information

**Item 1:** State the full name of the issuer of the security distributed and the address and telephone number of its head office. Include the former name of the issuer if its name has changed since last report. If an underwriter is completing this form, also state the full name of the underwriter and the address and telephone number of the head office of the underwriter.

Who is completing the form? \*  Issuer  Underwriter

Issuer Full Name \* Former "Issuer Full Name" if changed since last report

FAIRMONT RESOURCES INC.

## Head Office Address Information

Street Address \*

810 - 789 West Pender Street

Phone Number \*

604-648-0516

City \*

Vancouver

Province/Territory/Other \*

British Columbia

Postal/Zip Code \*

V6C 1H2

Country \*

Canada

Underwriter Name

## Underwriter Head Office Address Information

Street Address

Phone Number

City

Province/Territory/Other

Postal/Zip Code

Country

**Item 2:** State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Reporting Issuer? \*

Yes  No

Reporting Jurisdictions \*

Alberta

British Columbia

Manitoba

Select All

New Brunswick

Newfoundland and Labrador

Northwest Territories

Nova Scotia

Nunavut

Ontario

Prince Edward Island

Quebec

Saskatchewan

Yukon

**Item 3:** Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed. \*

Bio-tech

Industrial

Other (describe)

Financial Services - investment companies and funds  Mining - exploration/development

Financial Services - mortgage investment companies  Mining - production

Financial Services - securitized products issuers  Oil and Gas

Forestry

Real estate

Hi-tech

Utilities

**Details of distribution**

**Item 4:** Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report. \*

[Attach the completed Excel file here](#)

[Form 45-106F1 ON Schedule I\\_CF.xls 1,398 KB](#)

To attach Schedule I, you must save a copy of it on your computer before uploading.

Date Format: MM/DD/YYYY

**Item 5:** State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

\* First Distribution Date

Other Distribution Date(s)

**Item 6:** For each security distributed:

a) describe the type of security \*  Debt Securities  Equity and Other Securities  Derivatives

b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date

Total number of securities distributed \*   Convertible  Exchangeable

Expiry Date \*  Exercise Price \*

Other Terms

Underlying security \*  Debt Securities  Equity and Other Securities  Derivatives

c) State the exemption(s) relied on. \*

45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]

45-106-2.5 [Family, friends and business associates]

45-106-2.9 [Offering memorandum]

45-106-2.10 [Minimum amount]

45-106-2.12 [Asset acquisition]

45-106-2.13 [Petroleum, natural gas and mining properties]

45-106-2.14 [Securities for debt]

45-106-2.30 [Isolated distribution by issuer]

45-106-5.2 [TSX Venture Exchange offering - except in Ontario]

45-108 [Crowdfunding]

45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

Add  
Del

^ Select "45-501 - 2.9 [Distributions to existing security holders]" if you have relied on (a) section 2.9 of OSC Rule 45-501 - Ontario Prospectus and Registration Exemptions, (b) a prospectus exemption that was published in conjunction with Multilateral CSA Notice 45-313 Prospectus Exemption for Distributions to Existing Security Holders, or (c) Government of Newfoundland and Labrador Financial Services Regulations Division Blanket Order 88 Exemption from the Prospectus Requirement for Certain Trades to Existing Security Holders.

If the crowdfunding exemption in MI 45-108 is relied on, you are requested to attach an electronic version of the crowdfunding offering document 45-108F1 and any additional distribution materials (see s. 15(2) of MI 45-108).

If an offering memorandum that is required to be filed or delivered to the OSC is provided to a prospective purchaser either under the offering memorandum exemption in s. 2.9 of NI 45-106 (Forms 45-106F2 or 45-106F3) or voluntarily under another prospectus exemption, you are requested to attach an electronic version of the offering memorandum (see ss. 2.9(17) of NI 45-106 Prospectus Exemptions regarding the offering memorandum exemption or section 5.4 of OSC Rule 45-501 Ontario Prospectus and Registration Exemptions regarding voluntarily provided offering memoranda).

In addition, we request that you attach any marketing materials incorporated by reference into an offering memorandum filed in accordance with ss. 2.9(17) of NI 45-106.

Check this box if the current version of the offering memorandum relating to this distribution has previously been filed with the OSC and provide the date it was filed.

**Details of distribution**

**Item 7:** Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside*	Number of purchasers *	Price per security <sup>1</sup> *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	(Canadian \$) High	
Alberta	2	\$ 0.06	\$ 0.06	25,200
Country				
British Columbia	6	\$ 0.06	\$ 0.06	76,800
Country				
Ontario	12	\$ 0.06	\$ 0.06	222,000
Country				
Quebec	16	\$ 0.06	\$ 0.06	156,000
Country				

**Total number of purchasers** **36**

**Total dollar value of distribution in all jurisdictions (Canadian \$)** **480,000**

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for. If securities are issued at the same price, list that price under both "Low" and "High".

**Commissions and finder's fees**

**Item 8:** Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution (s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

Alternatively, you may provide the same information by completing and uploading the commissions and finder's fee template found at the beginning of the Form.

Not applicable  Attach Excel File

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.  Add footnote

<input type="checkbox"/> Individual		<input checked="" type="checkbox"/> Firm *	
First Name	Last Name	Firm Name *	
		PI Financial Corp.	
Street Address *		City *	Province/Territory/Other *
1900 - 666 Burrard Street		Vancouver	British Columbia
Postal/Zip Code *	Country *		
V6C 3N1	Canada		
<input checked="" type="checkbox"/> Cash		<input checked="" type="checkbox"/> Securities *	
Cash (Canadian \$) *		4,224	
Number of securities issued*	Type of securities issued*	Price per security *	Exemption relied on * the Securities Act (Ont)
70,400	Warrants	0.1	06/08/2016
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.		4,224	
<input type="checkbox"/> Individual		<input checked="" type="checkbox"/> Firm *	
First Name	Last Name	Firm Name *	
		Canaccord Genuity Corp.	
Street Address *		City *	Province/Territory/Other *
2200 - 609 Granville Street		Vancouver	British Columbia
Postal/Zip Code *	Country *		
V7Y 1H2	Canada		
<input checked="" type="checkbox"/> Cash		<input checked="" type="checkbox"/> Securities *	
Cash (Canadian \$) *		2,160	
Number of securities issued*	Type of securities issued*	Price per security *	Exemption relied on * the Securities Act (Ont)
20,000	Warrants	0.1	06/08/2016
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.		2,160	
<input type="checkbox"/> Individual		<input checked="" type="checkbox"/> Firm *	
First Name	Last Name	Firm Name *	
		EMD Financial Inc.	
Street Address *		City *	Province/Territory/Other *
398 De Maisonneuve Ouest		Montreal	Quebec
Postal/Zip Code *	Country *		
H3A 1L2	Canada		
<input checked="" type="checkbox"/> Cash		<input checked="" type="checkbox"/> Securities *	
Cash (Canadian \$) *		10,560	
Number of securities issued*	Type of securities issued*	Price per security *	Exemption relied on * the Securities Act (Ont)
176,000	Warrants	0.1	06/08/2016
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.		10,560	
<input type="checkbox"/> Individual		<input checked="" type="checkbox"/> Firm *	
First Name	Last Name	Firm Name *	
		Foster & Associates Financial Services Inc.	
Street Address *		City *	Province/Territory/Other *
372 Bay Street		Toronto	Ontario
Postal/Zip Code *	Country *		
M5H 2W9	Canada		
<input checked="" type="checkbox"/> Cash		<input checked="" type="checkbox"/> Securities *	
Cash (Canadian \$) *		1,200	
Number of securities issued*	Type of securities issued*	Price per security *	Exemption relied on * the Securities Act (Ont)
20,000	Warrants	0.1	06/08/2016
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.		1,200	

**Footnote**

Convertible  Exchangeable

Expiry date  Exercise Price

Other terms

Finder's Warrants are exercisable into common shares of the Issuer at \$0.10 per share for a one-year period expiring June 8, 2017, subject to acceleration by the Company in accordance with their terms.

**Additional information**

You may include in the box below any explanation(s) about the information included in the Form if that will make the information easier to understand. For example, an explanation of currency conversion rates could be included here, if applicable. It is not mandatory to complete this box:

**Authorization of Indirect Collection of Personal Information for Distributions in Ontario**

**Item 9:** If a distribution is made to one or more individuals in Ontario, include the attached "Authorization of Indirect Collection of Personal Information for Distribution in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

**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 authorities or, where applicable, the regulators 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, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

**Authorization of Indirect Collection of Personal Information for Distributions in Ontario**

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer/underwriter hereby confirms that each purchaser listed in Schedule I of this report who is resident in Ontario

- (a) has been notified by the issuer/underwriter
  - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
  - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
  - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
  - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.

The issuer/underwriter confirms the above

**Certificate**

On behalf of the issuer, I certify that the statements made in this report are true.

Date: \* June 17, 2016

FAIRMONT RESOURCES INC.

Name of the issuer (please print) \*

Michael Dehn                      President & CEO                      647-477-2382  
(name) \*                              (title) \*                              (phone number) \*

*Michael Dehn*

Signature \*

I have been authorized to submit this form on behalf of the person signing the form

Print name and title the person submitting the form

Charles Hethey                      Attorney  
(name) \*                              (title) \*

**Item 10:** State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Same as above

Name \*                              Title \*                              Phone Number \*  
Charles Hethey                      Attorney                              604-687-5792

If available, you are requested to provide the Company Name and E-mail address of the person named above.

Company Name                              E-mail  
Northwest Law Group                              cch@stockslaw.com

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

**Certificate**