

Start-up Crowdfunding Registration and Prospectus Exemptions
Form 5 - *Start-up Crowdfunding – Report of Exempt Distribution*

GENERAL INSTRUCTIONS:

(1) **Filing Instructions**

An issuer relying on the start-up crowdfunding prospectus exemption is required to file a report of exempt distribution no later than the 30th day after the closing of the distribution as follows:

- ***In all participating jurisdictions (except British Columbia)*** – file this form through the System for Electronic Document Analysis and Retrieval (SEDAR) in accordance with Regulation 13-101 respecting System for Electronic Document Analysis and Retrieval (SEDAR). *Schedule 1 to Form 5 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.*
- ***In British Columbia*** – use Form 45-106F1 Report of Exempt of Distribution and file through BCSC eServices at <http://www.bcsc.bc.ca>.

The report of exempt distribution must be filed where the issuer has made a start-up crowdfunding distribution, as well as in the participating jurisdiction where the issuer's head office is located.

- (2) *References to a purchaser in this report are to the beneficial owner of the securities.*
- (3) *This form must be completed and certified by an authorized individual on behalf of the issuer.*
- (4) *For issuer information and for information relating to the filing of this form, please refer to the Start-up Crowdfunding Guide for Businesses available on the website of the securities regulatory authority or regulator of the participating jurisdictions.*

ISSUER INFORMATION

1. Full legal name: Auxico Resources Canada Inc.
- Former legal name (if the name has changed since last report): _____
- Head office address: 230 Notre Dame West, Montreal (QC) H1Y 1T3
- Telephone: _____ Fax: _____
- Website URL: www.auxicoresources.com

2. Full legal name of contact person: **Mark Billings**

Business address: **230 Notre Dame West, Montreal (QC) H1Y 1T3**

Telephone: **514-296-1641** Fax: _____

E-mail: **mark@marengomgt.com**

Position with issuer: **President**

3. Indicate the industry of the issuer by checking the appropriate box:

Bio-tech Hi-tech Oil and gas

Financial Services Industrial Real estate

Forestry Mining Utilities

Other (describe): _____

START-UP CROWDFUNDING DISTRIBUTION

4. Date the offering document was first made available to purchasers through the funding portal: **June 6th, 2017**

Date of the closing of the distribution: **August 28th, 2017**

5. Type of eligible securities offered: **Common shares**

6. If the eligible securities offered are convertible, describe the type of underlying security, the terms of conversion and any expiry date:

7. Total number of eligible securities distributed: **127,700** Price per eligible security (\$): **0.25**

8. Aggregate funds raised through this start-up distribution (Canadian \$): **31,925.00**

8.1 Have funds been raised through concurrent distributions using other prospectus exemptions that are unconditionally available to the issuer to satisfy the minimum amount disclosed in the start-up offering document? Yes No

If yes indicate amount raised (Canadian\$): _____

9. Total commission, fee and any other amount paid to the funding portal for this distribution (\$): **3,192.50 and 16,600 broker warrants of Auxico Resources Canada Inc.**

- 10. Complete Schedule 1 to this form.
- 11. Complete the following table with respect to funds raised through this start-up distribution.

Each participating jurisdiction where purchasers of the securities reside	Number of purchasers	Aggregate funds raised from purchasers in the participating jurisdiction (Canadian \$)
Quebec	83	31,300
British Columbia	4	500
New Brunswick	1	125
Total number of purchasers	88	
Aggregate funds raised from purchasers in all the participating jurisdictions (Canadian \$)		31,925

CERTIFICATE

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

Full legal name of issuer: Auxico Resources Canada Inc.

Signature:  Date: 09-01-17

Print name: Mark Billings

Position held: President

Telephone: 514-296-1641

E-mail: mark@marengomgt.com

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

NOTICE - COLLECTION AND USE OF PERSONAL INFORMATION

The personal information required under this report is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators of the participating jurisdictions 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 each of the participating jurisdictions where the report is filed, at the address(es) listed at the end of this report.

SCHEDULE 1 to FORM 5 – START-UP CROWDFUNDING – PURCHASER INFORMATION

Schedule 1 to Form 5 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.

Provide the information for each purchaser who purchased eligible securities through the start-up crowdfunding distribution. Do not include any purchaser information where any other prospectus exemption was relied on.

This information will not be placed on the public file of the securities regulatory authority or regulator of the participating jurisdictions. However, freedom of information legislation may require a securities regulatory authority or regulator of a participating jurisdiction to make this information available if requested.

a) General information

1. Full Name of the Issuer
2. Date of certificate of report

Provide the following information for each purchaser that participated in the start-up distribution. For each purchaser, create separate entries.

b) Individual (Y or N)

c) Legal name of purchaser

1. Last Name (or Legal Entity Name)
2. First name
3. Middle name

d) Contact information of purchaser

1. Address Line 1 (Residential street address)
2. Address Line 2 (if needed)
3. Municipality
4. Province
5. Postal Code
6. Telephone Number
7. E-mail address

e) Details of eligible securities purchased

1. Number of Eligible Securities Purchased
2. Total Purchase Price (Canadian \$)

Questions:

Refer any questions to the following participating jurisdictions:

Saskatchewan	Financial and Consumer Affairs Authority of Saskatchewan Securities Division Suite 601 – 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: 306-787-5645 Fax: 306-787-5842 E-mail: exemptions@gov.sk.ca www.fcaa.gov.sk.ca
Manitoba	The Manitoba Securities Commission 500 – 400 St Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2548 Toll free in Manitoba: 1-800-655-2548 Fax: 204-945-0330 E-mail: exemptions.msc@gov.mb.ca www.mbsecurities.ca
Québec	Autorité des marchés financiers Direction du financement des sociétés 800, rue du Square-Victoria, 22nd floor P.O. Box 246, Tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: 514-395-0337 Toll free in Québec: 1-877-525-0337 Fax: 514 873-3090 E-mail: financement-participatif@lautorite.qc.ca www.lautorite.qc.ca
New Brunswick	Financial and Consumer Services Commission 85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Toll free: 1-866-933-2222 Fax: 506-658-3059 E-mail: emf-md@fcnb.ca www.fcnb.ca
Nova Scotia	Nova Scotia Securities Commission Suite 400, 5251 Duke Street Halifax, Nova Scotia B3J 1P3 Telephone: 902-424-7768 Toll free in Nova Scotia: 1-855-424-2499 Fax: 902-424-4625 E-mail: nssc.crowdfunding@novascotia.ca nssc.novascotia.ca