# Form 45-106F1 Report of Exempt Distribution

Item 1 – Report Type								
✓ New report								
Amended report	If amended, provide fili	ng date of report that is bei	ing amended.	(YYYY-MM- DD)				
ITEM 2 – PARTY CERTIFYI	ITEM 2 – PARTY CERTIFYING THE REPORT							
Indicate the party certifying the report (select			an investment fund, refer to section	1.1 of National				
Instrument 81-106 Investment Fund Continue	bus Disclosure and the com	npanion policy to NI 81-106.						
Investment fund issuer	✓ Issuer (other than an investment fund)							
Underwriter								
Item 3 – Issuer Name and Other Identifiers								
Provide the following information about the is	ssuer, or if the issuer is an	investment fund, about the fur	nd.					
Full legal name	Auxico Resources Can	ada Inc.						
Previous full legal name	N/A							
If the issuer's name changed in the	e last 12 months, provide n	nost recent previous legal nam	le.					
Website	http://www.auxicoresc	ources.com/ (if	applicable)					
If the issuer has a legal entity identifier, provi	ide below. Refer to Part B	of the Instructions for the defi	nition of "legal entity identifier".					
Legal entity identifier	N/A							
If two or more issuers distributed a single sec	vurity, provide the full lega	l name(s) of the co-issuer(s) of	ther than the issuer named above.					
Full legal name(s) of co-issuer(s)	N/A	(if	applicable)					
Item 4 – Underwriter In			1					
If an underwriter is completing the report, pro	ovide the underwriter's ful	l legal name and firm NRD nu	imber.	1				
Full legal name N/A								
Firm NRD number		(if applicable)						
If the underwriter does not have a firm NRD r	number, provide the head o	office contact information of th	he underwriter.	1				
Street address				]				
Municipality		Province/State	e					
Country		Postal code/Zip code	2	]				
Telephone number		Website	e	(if applicable)				

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.					
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely					
NAICS industry code212398					
If the issuer is in the <b>mining industry</b> , 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: $\checkmark$ 0 - 4950 - 99100 - 499500 or more					
c) SEDAR profile number					
Does the issuer have a <u>SEDAR</u> profile?					
No $\checkmark$ Yes If yes, provide SEDAR profile number $0 \ 0 \ 4 \ 2 \ 2 \ 6 \ 8$					
If the issuer does not have a 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 jurisdiction of Canada? No Yes					
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.					
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$					
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           \$100M to under \$500M         \$500M to under \$1B         \$1B or over					

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 N/A
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
Country Postal code/Zip code
Telephone number     Website (if applicable)
b) Type of investment fund
Type of investment fund that most accurately identifies the issuer (select only one).         Money market       Equity         Alternative strategies       Cryptoasset
Indicate whether one or both of the following apply to the investment fund.  Invests primarily in other investment fund issuers  Is a UCITs Fund <sup>1</sup> <sup>1</sup> Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
c) Date of formation and financial year-end of the investment fund
Date of formation      Financial year-end        YYYY     MM     DD     MM     DD
d) Reporting issuer status of the investment fund
Is the investment fund a reporting issuer in any jurisdiction of Canada? No Yes
If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.         All       AB       BC       MB       NL       NT         NS       NU       ON       PE       QC       SK       YT
e) Public listing status of the investment fund
If the investment fund has a CUSIP number, provide below (first 6 digits only). CUSIP number
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's 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
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 \$).         \$0 to under \$5M       \$5M to under \$25M         \$100M to under \$500M       \$500M to under \$1B         \$1B or over       Date of NAV calculation:         YYYY       M         DD

# ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

resident in that jurisdi	iction of Canada o	ompletes a distribution in a nly. Do not include in Item 7 Item 8. The information pro	7 securities issued	as payme	nt of comn	nissions or fin	der's fees in c	connection with the	2
a) Currency									
	Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.								
	✓ Canadian dollar     US dollar     Euro     Other (describe)								
b) Distributi	on date(s)								
	s. If the report is b	. If the report is being filed eing filed for securities distr							
5	Start date 202 YY		]	End date	e 202 YYY		03 DD		
c) Detailed purchaser information									
Complete Schedule	1 of this form f	or each purchaser and a	ttach the schedu	ile to the	e complet	ed report.			
d) Types of	securities distrib	uted							
		l distributions reported on a dicate the full 9-digit CUSI.						v to indicate the se	curity
							Canadian S	6	
Security code	CUSIP number (if applicable)	Description of security			mber of curities	Single or lowest price	Highest price	Total amount	
U B S	05334L109	Units		9,	,744,000	\$0.50	\$0.50	\$4,872,000	l
Total:				9,	,744,000			\$4,872,000	J
e) Details of	rights and conv	ertible/exchangeable sec	urities						
distributed, provide th		re distributed, provide the ex and describe any other terr Exercise price	ns for each conver				onvertible/exc	hangeable securiti	es were
Convertible / exchangeable security code	Underlying security code	(Canadian \$) Lowest Highest	Expiry date (YYYY-MM- DD)	Convers	rsion ratio Describe other terms (if applicable)				
W N T	C M S	\$1.00 \$1.00	2024-02-03	0.	0.5.1		ants with each whole warrant e at \$1.00/share for 3 years.		
						exercisable a	at \$1.00/snare	for 3 years.	1
f) Summary	of the distributi	on by jurisdiction and ex	emption						
resides and for each e jurisdiction of Canada This table requires a s resides, if a purchaser	xemption relied or a, include distribut separate line item j resides in a jurisa	s distributed and the numbe a in Canada for that distribu- ions to purchasers resident for: (i) each jurisdiction who liction of Canada, and (iii) o he province or territory, othe	tion. However, if a in that jurisdiction ere a purchaser res each exemption rel	n issuer l of Canad sides, (ii) ied on in	located out da only. each exem	tside of Canad ption relied o	da completes o on in the juriso	a distribution in a liction where a pur	chaser
Province or country		Exemption relied o				of unique nasers <sup>2a</sup>	Total amou	nt (Canadian \$)	
BC		NI 45-106 s.2.3				1		\$50,000	
ON		NI 45-106 s.2.3				1		\$200,000	ļ
QC		NI 45-106 s.2.3				4		\$1,000,000	
QC	NI 45-	106 2.10 [Minimum amo	unt investment]			1		\$1,275,000	
USA	NH 45	NI 45-106 s.2.3				2		\$75,000	
USA	NI 45-	106 2.10 [Minimum amo	unt investment]			1		\$300,000	i
Bahamas Bahamas	Distributions to	NI 45-106 s.2.3 purchasers outside of local j	urisdiction (BC A	R NR)		1 2		\$600,000 \$140,000	
Monaco	Distributions to	NI 45-106 s.2.3	unsuluition (DC, A	(מאו ,ם		1		\$140,000	l
Panama		NI 45-106 s.2.3				1		\$100,000	
Switerland		NI 45-106 s.2.3				3		\$266,250	
Switerland	Distributions to	purchasers outside of local j	urisdiction (BC, A	B, NB)		1		\$75,000	
UAE		NI 45-106 s.2.3	× /	- 1		1		\$63,500	
United Kingdom		NI 45-106 s.2.3				2		\$375,000	

United Kingdom	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	2	\$202,250	
	Total dollar amount of securities distributed			
	Total number of unique purchasers <sup>2b</sup>	24		

<sup>2a</sup>In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

<sup>2b</sup>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.<sup>3</sup> 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 \$)
N/A	
Total net proceeds to the investment fund	

<sup>3</sup> "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)
1.	N/A			
2.				
3.				

ITEM 8 – COMPENSA	TION INFORMATION						
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional 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.     5							
a) Name of person compensated and registration status							
Indicate whether the person compensated is a registrant.							
If the person compensated is an individual, provide the name of the individual.							
Full legal name of individu	. 1						
	Family name     First given name     Secondary given names						
If the person compensated is not an	individual, provide the following infor	mation.					
Full legal name of	non-individual						
Firm	n NRD number	(if applica	ble)				
	nsated facilitated the distribution throu	gh a funding portal or an internet-b	ased portal.				
No Yes							
b) Business contact information							
If a firm NRD number is not provid	ed in Item 8(a), provide the business co	ntact information of the person beir	ng compensated.				
Street address	#808-2500 Pierre Dupuy						
	Montreal	Province/State	Quebec				
Country	Canada	Postal code/Zip code	H3C 4L1				
Email address	dhorlington@aol.com	Telephone number	514.867.9255				

c) Relationship to issuer or investment fu	and manager						
Indicate the person's relationship with the issuer or in		uger (select all	that apply) Refer to	o the meaning of "cor	nnected" in Part $B(2)$ of the		
Instructions and the meaning of "control" in section 1	1.4 of NI 45-106 for a				methed  mTan B(2)  of  me		
Connected with the issuer or investment fund manager							
Insider of the issuer (other than an investment fund)							
Director or officer of the investment fund		manager					
Employee of the issuer or investment fund	d manager						
✓ None of the above							
d) Compensation details	1				• 1 11 . •		
Provide details of all compensation paid, or to be paid Canadian dollars. Include cash commissions, securiti							
incidental to the distribution, such as clerical, printing allocation arrangements with the directors, officers of	g, legal or accountin	eg services. An	issuer is not requir	ed to ask for details a suer	bout, or report on, internal		
Cash commissions paid \$122,500		-inaivianai co	mpensuleu by the is	suer.			
Value of all securities distributed	1		Security code 1	Security code 2	Security code 3		
as compensation <sup>4</sup>	Se	curity codes					
Describe terms of warrants, opt	tions or other rights						
Other compensation <sup>5</sup>	Describe						
Total compensation paid \$122,500	]						
Check box if the person will or may receive	any deferred compe	ensation (desci	ribe the terms below	)			
Indicate whether the person compensated is a registration of the second	ınt.						
If the person compensated is an individual, provide th	e name of the individ			- I			
	Bertin						
	Family name First given name Secondary given names						
If the person compensated is not an individual, provid	e the following infor			Secondary give	en names		
	le the following infor			Secondary give	en names		
Full legal name of non-individual	le the following infor		rst given name		en names		
Full legal name of non-individual Firm NRD number Indicate whether the person compensated facilitated to		mation.	rst given name (if appli	cable)	en names		
Full legal name of non-individual Firm NRD number Indicate whether the person compensated facilitated to No Yes		mation.	rst given name (if appli	cable)	en names		
Full legal name of non-individual Firm NRD number Indicate whether the person compensated facilitated to No Yes b) Business contact information	he distribution throu	rmation.	rst given name (if appli portal or an internet	cable) -based portal.	en names		
Full legal name of non-individual Firm NRD number Indicate whether the person compensated facilitated to No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), pro-	he distribution throu ovide the business co	rmation.	rst given name (if appli portal or an internet	cable) -based portal.	en names		
Full legal name of non-individual Firm NRD number Indicate whether the person compensated facilitated to No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), pro- Street address 107 Whitelands	<i>he distribution throu</i> <i>ovide the business co</i> s House	rmation.	rst given name (if appli portal or an internet tion of the person be	cable) -based portal. eing compensated.			
Full legal name of non-individual Firm NRD number Indicate whether the person compensated facilitated to No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), pro- Street address 107 Whitelands Cheltenham Te	he distribution throu ovide the business co s House	rmation.	rst given name (if appli portal or an internet tion of the person be Province/State	cable) -based portal. eing compensated.			
Full legal name of non-individual Firm NRD number Indicate whether the person compensated facilitated to No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), pro- Street address 107 Whitelands Cheltenham Te Country United Kingdor	<i>ovide the business co</i> s House m	rmation.	rst given name (if appli portal or an internet tion of the person be Province/State stal code/Zip code	cable) -based portal. eing compensated. e London e SW3 4RA			
Full legal name of non-individual         Firm NRD number         Indicate whether the person compensated facilitated to         Image: Indicate whether to one of the person compensated facilitated to         Image: Indicate whether to one of the person compensated facilitated to         Image: Im	<i>ovide the business co</i> s House m <u>il.com</u>	rmation.	rst given name (if appli portal or an internet tion of the person be Province/State	cable) -based portal. eing compensated. e London e SW3 4RA			
Full legal name of non-individual Firm NRD number Indicate whether the person compensated facilitated to No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), pro- Street address 107 Whitelands Cheltenham Te Country United Kingdon Email address gpbertin@gmail c) Relationship to issuer or investment for	ovide the business co s House m <u>il.com</u> und manager	rmation.	rst given name (if appli portal or an internet tion of the person be Province/State stal code/Zip code Telephone numbe	cable) -based portal. eing compensated. e London e SW3 4RA r 336.636.63555			
Full legal name of non-individual Firm NRD number Indicate whether the person compensated facilitated to No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), pro- Street address 107 Whitelands Cheltenham Te Country United Kingdon Email address gpbertin@gmail c) Relationship to issuer or investment for Indicate the person's relationship with the issuer or in Instructions and the meaning of "control" in section of	il.com und manager ivestment fund mana i.4 of NI 45-106 for a	mation.	rst given name (if appli portal or an internet tion of the person be Province/State stal code/Zip code Telephone numbe that apply). Refer to	cable) -based portal. eing compensated. e London e SW3 4RA r 336.636.63555			
Full legal name of non-individual         Firm NRD number         Indicate whether the person compensated facilitated to         Mo       Yes         b)       Business contact information         If a firm NRD number is not provided in Item 8(a), prostruction         If a firm NRD number is not provided in Item 8(a), prostruction         Cheltenham Te         Country         United Kingdow         Email address         gpbertin@gmail         c)       Relationship to issuer or investment fit         Indicate the person's relationship with the issuer or in         Instructions and the meaning of "control" in section A         Connected with the issuer or investment fit	il.com wide manager westment fund manager fund manager	mation.	rst given name (if appli portal or an internet tion of the person be Province/State stal code/Zip code Telephone numbe that apply). Refer to	cable) -based portal. eing compensated. e London e SW3 4RA r 336.636.63555			
Full legal name of non-individual         Firm NRD number         Indicate whether the person compensated facilitated to         ✓       No         ✓       No         ✓       Yes         b)       Business contact information         If a firm NRD number is not provided in Item 8(a), prostructed address       107 Whitelands         Cheltenham Tecountry       United Kingdow         Email address       gpbertin@gmail         c)       Relationship to issuer or investment fundicate the person's relationship with the issuer or in Instructions and the meaning of "control" in section of the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the person's relationship with the issuer or investment fundicate the p	il.com ind manager ivestment fund mana i.4 of NI 45-106 for a fund manager ment fund)	mation.	rst given name (if appli portal or an internet tion of the person be Province/State stal code/Zip code Telephone numbe that apply). Refer to	cable) -based portal. eing compensated. e London e SW3 4RA r 336.636.63555			
Full legal name of non-individual         Firm NRD number         Indicate whether the person compensated facilitated to         No       Yes         b)       Business contact information         If a firm NRD number is not provided in Item 8(a), pros         Street address       107 Whitelands         Cheltenham Te         Country       United Kingdow         Email address       gpbertin@gmail         c)       Relationship to issuer or investment fit         Indicate the person's relationship with the issuer or in         Instructions and the meaning of "control" in section A         Connected with the issuer or investment fit         Insider of the issuer (other than an investr         Director or officer of the investment fund	il.com westment fund manager nent fund) or investment fund r	mation.	rst given name (if appli portal or an internet tion of the person be Province/State stal code/Zip code Telephone numbe that apply). Refer to	cable) -based portal. eing compensated. e London e SW3 4RA r 336.636.63555			
Firm NRD number Indicate whether the person compensated facilitated t No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), pre Street address 107 Whitelands Cheltenham Te Country United Kingdod Email address gpbertin@gmail c) Relationship to issuer or investment fi Indicate the person's relationship with the issuer or in Instructions and the meaning of "control" in section I Insider of the issuer (other than an investre	il.com westment fund manager nent fund) or investment fund r	mation.	rst given name (if appli portal or an internet tion of the person be Province/State stal code/Zip code Telephone numbe that apply). Refer to	cable) -based portal. eing compensated. e London e SW3 4RA r 336.636.63555			

d) Compensation details	3					
Canadian dollars. Include cash con	nmissions, securities-ba as clerical, printing, lego	sed compensational or accounting	on, gifts, diso g services. A	counts or other compe n issuer is not require	th the distribution. Provide all amounts in nsation. Do not report payments for services d to ask for details about, or report on, internal uer.	
Cash commissions paid	\$99,000					
Value of all securities distributed as compensation <sup>4</sup>	-	Sec	curity codes	Security code 1	Security code 2 Security code 3	
Describe ter	ms of warrants, options o	or other rights				
Other compensation <sup>5</sup>		Describe				
Total compensation paid	\$99,000					
Check box if the person	will or may receive any	deferred compe	nsation (des	cribe the terms below)		
<sup>4</sup> 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. <sup>5</sup> Do not include deferred compensation.						
a) Name of person com	pensated and registrat	ion status				
Indicate whether the person compe	C C	a of the individ	lual			
Full legal name of individ	_			Thomas	H.	
	Family		I	First given name	Secondary given names	
If the person compensated is not an	individual, provide the	following inform	mation.			
Full legal name of	f non-individual					
Firm	m NRD number			(if applic	able)	
Indicate whether the person compe	nsated facilitated the dis	tribution throug	gh a funding	portal or an internet-	based portal.	
b) Business contact info	ormation					
If a firm NRD number is not provid	· · ·		ntact inform	ation of the person be	ing compensated.	
Street address	337 Belvedere Aver	ue	1			
	Belvedere			Province/State	California	
Country	United States		Р	ostal code/Zip code	94920	
Email address	tw@centralamerican	nickel.com	]	Telephone number	415.425.1489	
c) Relationship to issue	r or investment fund n	nanager				
Instructions and the meaning of "c		NI 45-106 for t			the meaning of "connected" in Part B(2) of the tion.	
Insider of the issuer (or	ther than an investment f	und)				
Director or officer of the	he investment fund or in	Director or officer of the investment fund or investment fund manager				
Employee of the issuer or investment fund manager						
Employee of the issuer	or investment fund man	ager				
✓ None of the above	or investment fund mar	ager				
		ager				
<ul> <li>None of the above</li> <li>Compensation details</li> <li>Provide details of all compensation</li> <li>Canadian dollars. Include cash content</li> </ul>	s n paid, or to be paid, to t nmissions, securities-ba as clerical, printing, leg	he person ident sed compensational or accounting	on, gifts, diso g services. A	counts or other compe n issuer is not require	th the distribution. Provide all amounts in nsation. Do not report payments for services d to ask for details about, or report on, internal uer.	
<ul> <li>None of the above</li> <li>Compensation details</li> <li>Provide details of all compensation</li> <li>Canadian dollars. Include cash conincidental to the distribution, such allocation arrangements with the distribution.</li> </ul>	s n paid, or to be paid, to t nmissions, securities-ba as clerical, printing, leg irectors, officers or emp	he person ident sed compensati al or accountin loyees of a non-	on, gifts, diso g services. A	counts or other compe n issuer is not require	nsation. Do not report payments for services d to ask for details about, or report on, internal	

Other compensation <sup>5</sup>		Describe				
Total compensation paid	\$44,600					
Check box if the person v	vill or may receive	any deferred compe	ensation (describ	e the terms be	elow)	
	security codes for				or other rights exercisable to acquire ing options, warrants or other rights o	
<sup>5</sup> Do not include deferred compensation	tion.					
a) Name of person comp	0					
Indicate whether the person competent No Yes	isated is a registra	nt.				
If the person compensated is an ind		e name of the individ	lual.			
Full legal name of individu		amily name	First	given name	Secondary given names	
If the person compensated is not an		-		given name	Secondary given names	
Full legal name of			manon.			
_				(if a	mulicable)	
Firm NRD number       (if applicable)         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.						
No Yes	isarea jaennarea n		Sit a junants po			
b) Business contact infor	rmation					
If a firm NRD number is not provide	ed in Item 8(a), pro	ovide the business co	ontact informatio	on of the perso	on being compensated.	
Street address	1061 rue Giffar	ď				
[	St-Bruno		]	Province/S	State Quebec	
Country	Canada		Post	al code/Zip c	code J3V 5G9	
Email address	eierfino@gmail	com	]	lephone nun		
c) Relationship to issuer						
			a an (a al a at all th	at any la) Dof	anto the meaning of "compated" in	$P_{aut} P(2) of the$
Instructions and the meaning of "co					fer to the meaning of "connected" in sissection.	rari <b>b</b> (2) oj ine
Connected with the issu	er or investment f	und manager				
Insider of the issuer (ot	her than an investn	nent fund)				
Director or officer of th	e investment fund	or investment fund i	manager			
Employee of the issuer	or investment fund	1 manager				
$\checkmark$ None of the above						
d) Compensation details						
, <b>,</b>		l. to the person ident	tified in Item 8(a	) in connectio	n with the distribution. Provide all a	nounts in
Canadian dollars. Include cash con	missions, securitie	es-based compensati	on, gifts, discou	nts or other co	ompensation. Do not report payments	for services
allocation arrangements with the di			0		quired to ask for details about, or rep ee issuer.	ori on, internat
Cash commissions paid	\$5,000					
Value of all securities distributed as compensation <sup>4</sup>	-	Se	curity codes	Security code	1 Security code 2 Securit	ry code 3
Describe term	ne of warrante ont	ions or other rights				
	is of warrants, opt	1				
Other compensation <sup>5</sup>		Describe				
Total compensation paid	\$5,000					
Check box if the person v	vill or may receive	any deferred compe	ensation (describ	e the terms be	clow)	
					or other rights exercisable to acquire ing_options, warrants or other rights	
acquire additional securities of the		an securities distrib	uneu us compen.	sanon, <u>inciual</u>	ng options, warrants or other rights o	SACTUSUDIE 10
<sup>5</sup> Do not include deferred compensat	tion.					

a) Name of person compensate	ed and registration status		
Indicate whether the person compensated	is a registrant.		
If the person compensated is an individual	l, provide the name of the individ	ual.	
Full legal name of individual	<u> </u>		
	Family name	First given name	Secondary given names
If the person compensated is not an individ	dual, provide the following inform	mation.	
Full legal name of non-in	ndividual Leede Jones Gab	ble Inc.	
Firm NRI	D number 5 7 7	0 (if applica	able)
Indicate whether the person compensated j	facilitated the distribution throug	gh a funding portal or an internet-b	pased portal.
b) Business contact information	n		
If a firm NRD number is not provided in It	tem 8(a), provide the business co	ntact information of the person bei	ng compensated.
Street address			
		Province/State	
Country		Postal code/Zip code	
		-	
Email address		Telephone number	
c) Relationship to issuer or inv	vestment fund manager		
Instructions and the meaning of "control"	' in section 1.4 of NI 45-106 for t		the meaning of "connected" in Part B(2) of the ion.
Connected with the issuer or in	nvestment fund manager		
Insider of the issuer (other tha	in an investment fund)		
Director or officer of the inves	stment fund or investment fund n	nanager	
Employee of the issuer or inve	estment fund manager		
$\checkmark$ None of the above			
d) Compensation details Provide details of all compensation paid, of	or to be paid to the person ident	ified in Item 8(a) in connection with	h the distribution Provide all amounts in
Canadian dollars. Include cash commission	ons, securities-based compensation	on, gifts, discounts or other comper	nsation. Do not report payments for services
incidental to the distribution, such as cleri allocation arrangements with the directors			l to ask for details about, or report on, internal uer.
	\$5,000	······	
Value of all securities distributed		Security code 1	Security code 2 Security code 3
as compensation <sup>4</sup>	- Sec	curity codes	
Describe terms of w	varrants, options or other rights		
Other compensation <sup>5</sup>	Describe		
Total compensation paid \$	\$5,000		
Check box if the person will or t	may receive any deferred competence	nsation (describe the terms below)	
<sup>4</sup> Provide the aggregate value of all securit			
securities of the issuer. Indicate the securi			
÷	2 0	uted as compensation, <u>including</u> op	tions, warrants or other rights exercisable to
acquire additional securities of the issuer. <sup>5</sup> Do not include deferred compensation.	2 0	uted as compensation, <u>including</u> op	tions, warrants or other rights exercisable to
acquire additional securities of the issuer. <sup>5</sup> Do not include deferred compensation.	· ·		
acquire additional securities of the issuer.	· ·		
acquire additional securities of the issuer. <sup>5</sup> Do not include deferred compensation.	CUTIVE OFFICERS AND	PROMOTERS OF THE ISS	
acquire additional securities of the issuer. <sup>5</sup> Do not include deferred compensation. ITEM 9 – DIRECTORS, EXEC	CUTIVE OFFICERS AND ot complete Item 9. Proceed to It	PROMOTERS OF THE ISS	SUER
acquire additional securities of the issuer. <sup>5</sup> Do not include deferred compensation. ITEM 9 – DIRECTORS, EXEC If the issuer is an investment fund, do not	CUTIVE OFFICERS AND ot complete Item 9. Proceed to It following (select the one that appl	PROMOTERS OF THE ISS	SUER
acquire additional securities of the issuer. <sup>5</sup> Do not include deferred compensation. ITEM 9 – DIRECTORS, EXEC If the issuer is an investment fund, do not Indicate whether the issuer is any of the form	CUTIVE OFFICERS AND ot complete Item 9. Proceed to It following (select the one that appl	PROMOTERS OF THE ISS	SUER
acquire additional securities of the issuer. <sup>5</sup> Do not include deferred compensation. ITEM 9 – DIRECTORS, EXEC If the issuer is an investment fund, do not Indicate whether the issuer is any of the for Reporting issuer in any jurisdiction	CUTIVE OFFICERS AND ot complete Item 9. Proceed to It following (select the one that appli-	PROMOTERS OF THE ISS em 10. lies – if more than one applies, sele	SUER
acquire additional securities of the issuer. <sup>5</sup> Do not include deferred compensation. ITEM 9 – DIRECTORS, EXEC If the issuer is an investment fund, do not Indicate whether the issuer is any of the for Reporting issuer in any jurisdiction Foreign public issuer Wholly owned subsidiary of a rep	CUTIVE OFFICERS AND ot complete Item 9. Proceed to It following (select the one that appli-	PROMOTERS OF THE ISS em 10. lies – if more than one applies, sele	SUER

9

Provide name of foreign public issuer

Issuer distributing only eligible foreign securities and the distribution is to permitted clients only<sup>7</sup>

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

<sup>6</sup>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.

<sup>7</sup>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	ny name Family name First given Secondary given name names		Secondary given names	Business location of non-individual or residential jurisdiction of individual			
				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	Family name	First given name	Secondary given names	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)	
				Province or country	D	О
c) Residential address of each 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 exempt 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	Auxico Resources Canada Inc.				
Full legal name	Billings Family name	Mark First given nar	ne	Secondary g	iven names
Title	President				
Telephone number	514.296.1641	Email address	Email address <u>mark@marengomgt.com</u>		
Signature	"Mark Billings"	Date	2021 YYYY	02 MM	08 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	Hjerpe	Sandra		Title	Consultant		
	Family name	First given name	e Secondary given	names			
Name of company	Take It Public Services In	с.		]			
Telephone number	604.682.2928		Email address	sandra@takeitpublicservices.com			

# Notice – Collection and use of personal informationThe personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority<br/>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<br/>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<br/>will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the<br/>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<br/>Canada:a)has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator under the<br/>authority granted in securities legislation, that this information is being collected by the securities regulatory authority or regulator under the<br/>authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the<br/>authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the<br/>authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of

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.