Form 45-106F1 Report of Exempt Distribution

ITEM 1 – REPORT TYPE										
✓ New report										
				(YYYY-MM-						
Amended report If amended,	provide filing date of rep	port that is being amend	ed.	DD)						
ITEM 2 – PARTY CERTIFYING THE REPORT										
Indicate the party certifying the report (select only one) Fo	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			eni juna, rejer to section	i III oj ivanonai						
Investment fund issuer										
Issuer (other than an investment fund)										
Underwriter										
ITEM 2 IGGUED MAND AND OTHER	n Incumienta									
ITEM 3 – ISSUER NAME AND OTHE	R IDENTIFIERS									
Provide the following information about the issuer, or if the	e issuer is an investment fun	ıd, about the fund.								
Full legal name American F	Pacific Mining Corp.									
Previous full legal name N/A										
If the issuer's name changed in the last 12 mont	hs, provide most recent pre	vious legal name.								
Website https://www	w.americanpacific.ca/	(if applicable)								
If the issuer has a legal entity identifier, provide below. Ref	er to Part B of the Instructi	ions for the definition of "l	egal entity identifier".							
Legal entity identifier N/A										
If two or more issuers distributed a single security, provide	the full legal name(s) of the	e co-issuer(s) other than th	ne issuer named above.							
Full legal name(s) of co-issuer(s) N/A		(if applicable)								
ITEM 4 – UNDERWRITER INFORMA	TION									
If an underwriter is completing the report, provide the under	erwriter's full legal name a	nd firm NRD number.		_						
Full legal name N/A]						
Firm NRD number	(if	applicable)								
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.										
Street address]						
Municipality]	Province/State								
Country	Postal	code/Zip code]						
Telephone number		Website		(if applicable)						

ITEM 5 – ISSUER INFORMATION If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6. 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 3 9 8 1 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 Number of employees Number of employees: 0 - 4950 - 99100 - 499500 or more SEDAR profile number c) Does the issuer have a **SEDAR** profile? If yes, provide SEDAR profile number 0 6 0 If the issuer does not have a SEDAR profile complete Item 5(d) - (h). Head office address Street address Province/State Municipality Postal code/Zip code Country Telephone number Date of formation and financial year-end Financial year-end Date of formation YYYY MM DD MM DD f) Reporting issuer status No Yes Is the issuer a reporting issuer in any jurisdiction of Canada? If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB BC MB NB NL NT NS NU ON PE QC SK YT 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									
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 NB 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 \$). \$\begin{array}{ c c c c c c c c c c c c c c c c c c c									

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule I information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule I of the report. 3											
resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report. 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. \[\begin{array}{c} \text{ Canadian dollar} \] US dollar \[\text{ Distribution date(s)} \] State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start date \[\text{ 2020} 05 22 \\ \text{ YYYY} \text{ MM} \text{ DD} \] c) Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. d) Types of securities distributed Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Security code \[\begin{array}{c} \text{ Cusip number} \\ \text{ (if applicable)} \\ \text{ Description of security} \\ \text{ Number of securities} \\ \text{ Single or frice} \\ \text{ Total amount price} \\ \text{ Total amount price} \\ \text{ Total amount price} \\ \text{ Downst price} \\ \text{ Total amount price} \\	IT	ЕМ	17	– I	NFORMATION	ABOUT THE DISTRIBUTION					
Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. Variable Variable	resi	resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the									
b) Distribution date(s) State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start date 2020 O5 22 YYYY MM DD End date 2020 O5 22 YYYY MM DD C) Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. d) Types of securities distributed Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Security code CUSIP number (if applicable) Description of security Number of Single or lowest price price Total amount price Total amount price Sol.125 Sol.125 Sol.125 Sol.989,754.44		a)	(Curre	ncy						
b) Distribution date(s) State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start date 2020 05 22 YYYY MM DD C) Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. d) Types of securities distributed Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Security code CUSIP number Description of security Number of securities price of lowest price price Total amount price of lowest price price of lowest price price Security Securities	Sele	ct th	пе си	rren	cy or currencies in whi	ch the distribution was made. All dollar amounts	provided in the n	report must be	in Canadian	dollars.	
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 05 22 YYYY MM DD C) Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. d) Types of securities distributed Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Security code CUSIP number (if applicable) Description of security Description of security Number of Single or lowest price Securities \$2,989,754.44		/	Can	adia	n dollar	US dollar Euro Other (describe)				
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 05 22 YYYY MM DD C) Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. d) Types of securities distributed Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Security code CUSIP number (if applicable) Description of security Number of securities Diowest price price Total amount price Total amount price S2,989,754.44		b)	Ι	Distri	bution date(s)						
c) Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. d) Types of securities distributed Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Security code CUSIP number (if applicable) Description of security Number of securities Number of securities Single or lowest price Total amount Description of security U B S CA028791200 Units 23,918,035 \$0.125 \$0.125 \$2,989,754.44	the :	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									
Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. d) Types of securities distributed Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Canadian \$											
d) Types of securities distributed Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Canadian \$		c)	Ι	Detai	led purchaser inform	nation					
Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Canadian \$ Security code CUSIP number (if applicable) Description of security Number of securities Single or lowest price Total amount	Con	nple	ete S	Sche	dule 1 of this form f	or each purchaser and attach the schedule	e to the comple	ted report.			
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Security code (if applicable) U B S CA028791200 Units Description of security securities lowest price price Total amount 23,918,035 \$0.125 \$2,989,754.44									Canadian	\$	
	:	Secu	rity c	ode		Description of security		0		Total amount	
Total: 23 918 935 \$2 989 754 44	1	U	В	S	CA028791200	Units	23,918,035	\$0.125	\$0.125	\$2,989,754.44	
259.25900 (429.25).2-11-17	-	Γota	l:				23,918,035			\$2,989,754.44	

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Convertible / exchangeable security code		geable Underlying			ise price adian \$)	Expiry date (YYYY-MM-	Conversion ratio	Describe other terms (if applicable)		
		de security code		Lowest Highest DD)						
W	N	Т	С	M	S	\$0.20	\$0.20	2021-11-22	1:1	N/A

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

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

Province or country	Exemption relied on	Number of unique purchasers ^{2a}	Total amount (Canadian \$)
AB	NI 45-106 s.2.3	21	\$563,750.00
BC	NI 45-106 s.2.3	52	\$1,262,500.00
SK	NI 45-106 s.2.3	3	\$95,000.00
ON	NI 45-106 s.2.3	17	\$289,046.00
NS	NI 45-106 s.2.3	2	\$15,000.00
Argentina	Distributions to purchasers outside local jurisdiction (BC, AB, NB)	1	\$25,000.00
Australia	Distributions to purchasers outside local jurisdiction (BC, AB, NB)	3	\$108,333.38
Austria	Distributions to purchasers outside local jurisdiction (BC, AB, NB)	1	\$7,500.00
Cayman Islands	Distributions to purchasers outside local jurisdiction (BC, AB, NB)	1	\$12,500.00
China	Distributions to purchasers outside local jurisdiction (BC, AB, NB)	2	\$60,000.00
Germany	Distributions to purchasers outside local jurisdiction (BC, AB, NB)	1	\$12,500.00
Netherlands	Distributions to purchasers outside local jurisdiction (BC, AB, NB)	1	\$50,000.00
Panama	Distributions to purchasers outside local jurisdiction (BC, AB, NB)	1	\$31,250.00

	Total number of unique purchasers ^{2b}	140						
	Total dollar amount of securities distributed							
United States	Distributions to purchasers outside local jurisdiction (BC, AB, NB)	28	\$354,625.06					
United Kingdom	Distributions to purchasers outside local jurisdiction (BC, AB, NB)	3	\$40,250.00					
Thailand	Distributions to purchasers outside local jurisdiction (BC, AB, NB)	1	\$25,000.00					
Switzerland	Distributions to purchasers outside local jurisdiction (BC, AB, NB)	1	\$12,500.00					
South Africa	Distributions to purchasers outside local jurisdiction (BC, AB, NB)	1	\$25,000.00					

^{2a}In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one 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 \$)
N/A	
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)
1.	N/A			
2.				
3.				

ITEM 8 – COMPENSATION INFO	RMATION						
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 No Yes If y	be paid, in connection es, indicate number of			6			
a) Name of person compensated and reg	istration status						
Indicate whether the person compensated is a registre No ✓ Yes	unt.						
If the person compensated is an individual, provide the	e name of the individue	ıl.			Ī		
Full legal name of individual							
F	amily name	First given na	ime	Secondary given names	'		
If the person compensated is not an individual, provide	le the following inform	ution.					
Full legal name of non-individual	Mackie Research	Capital Corporation	1				
Firm NRD number	3 0 7 0		(if applica	ble)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes							
b) Business contact information							
If a firm NRD number is not provided in Item 8(a), pr	ovide the business cont	act information of the	person beir	ng compensated.			
Street address							

^{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.

Municipality			Province/State						
Country		P	ostal code/Zip code						
Email address			Telephone number						
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 "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager									
Insider of the issuer (oth	ner than an investment fund)								
Director or officer of th	e investment fund or investmen	nt fund manager							
Employee of the issuer	or investment fund manager								
✓ None of the above									
d) Compensation details									
Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such a allocation arrangements with the di Cash commissions paid Value of all securities distributed as compensation ⁴	nmissions, securities-based com us clerical, printing, legal or ac	pensation, gifts, disc counting services. A	counts or other compen n issuer is not required	sation. Do not report l to ask for details abo	payments for service				
Describe term	as of warrants, options or other	rights 14,000 w for 18 mg	arrants with each wa	rrant exercisable at	\$0.20 per share				
Other compensation ⁵	De	scribe							
Total compensation paid	\$1,750					,			
	vill or may receive any deferred	l compensation (des	cribe the terms below)						
⁴ Provide the aggregate value of all securities of the issuer. Indicate the acquire additional securities of the ⁵ Do not include deferred compensation	security codes for all securities issuer.								
a) Name of person comp	ensated and registration state	tus							
Indicate whether the person competent No ✓ Yes	-								
If the person compensated is an ind		individual.		1					
Full legal name of individu	al Family name		Timat airran nama	Cocondomy civen					
If the person compensated is not an	ř		First given name	Secondary given	names				
Full legal name of		nes Gable Inc.							
	n NRD number 5 7	7 0	(if applica	able)					
	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.								
b) Business contact infor	mation								
If a firm NRD number is not provide	ed in Item 8(a), provide the bus	iness contact inform	ation of the person beir	ng compensated.		1			
Street address						<u> </u>			
Municipality			Province/State			<u> </u>			
Country		P	ostal code/Zip code						
Email address			Telephone number						
c) Relationship to issuer	or investment fund manage	r							
Indicate the person's relationship w Instructions and the meaning of "co					ected" in Part B(2) o	f the			

Connected with the issue	r or investment f	fund manager						
Insider of the issuer (other than an investment fund)								
Director or officer of the investment fund or investment fund manager								
Employee of the issuer or investment fund manager								
✓ None of the above								
d) Compensation details								
Canadian dollars. Include cash com	nissions, securiti clerical, printing	es-based compensati g, legal or accountin	ion, gifts, di. g services. A	scounts o An issuer	r other comp is not requi	vith the distribution. Provide all amounts in pensation. Do not report payments for services red to ask for details about, or report on, internal ssuer.		
Value of all securities distributed as compensation ⁴	-	Se	curity codes		curity code 1	Security code 2 Security code 3 C M S		
Describe term	s of warrants, opt	tions or other rights	63,000 v for 18 m		with each	warrant exercisable at \$0.20 per share		
Other compensation ⁵		Describe						
Total compensation paid	\$7,875]						
Check box if the person w								
	ecurity codes for					other rights exercisable to acquire additional options, warrants or other rights exercisable to		
⁵ Do not include deferred compensati	on.							
e) Name of person compensus Indicate whether the person compensus No Y Yes	ated is a registra	ant.	dual					
If the person compensated is an indiv Full legal name of individua		e name oj ine inaivid	iuai.					
		amily name	I	First give	n name	Secondary given names		
If the person compensated is not an i	-	le the following infor	mation.					
Full legal name of r	on-individual	Echelon Wealth	Partners					
Firm	NRD number	3 2 4	2 0		(if appl	licable)		
Indicate whether the person compens No Yes	ated facilitated t	he distribution throu	gh a fundin	g portal (or an interne	et-based portal.		
f) Business contact inform	nation							
If a firm NRD number is not provided Street address	l in Item 8(a), pro	ovide the business co	ontact inforr	nation of	the person b	being compensated.		
Municipality			1	Pr	ovince/Stat	te		
Country] 1	Postal co	ode/Zip cod	le		
Email address			<u>.</u>		none numbe			
	or investment fi	und manager	4	•				
g) Relationship to issuer (
	th the issuer or in	westment fund mana				to the meaning of "connected" in Part B(2) of the ection.		
Indicate the person's relationship wi	th the issuer or introl" in section I	nvestment fund mana 1.4 of NI 45-106 for t						
Indicate the person's relationship wi Instructions and the meaning of "con	th the issuer or introl" in section is	nvestment fund mana 1.4 of NI 45-106 for i Fund manager						
Indicate the person's relationship wi Instructions and the meaning of "con Connected with the issue	th the issuer or introl" in section is er or investment for than an investr	nvestment fund mana 1.4 of NI 45-106 for a fund manager ment fund)	the purpose.					
Indicate the person's relationship wi Instructions and the meaning of "con Connected with the issue Insider of the issuer (oth	th the issuer or in trol" in section I or or investment f er than an investr investment fund	nvestment fund mana 1.4 of NI 45-106 for a fund manager ment fund)	the purpose.					

h) Compensation details													
Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such a allocation arrangements with the di	missions, securiti s clerical, printing rectors, officers of	es-based compensati g, legal or accountin	ion, gifts, disc ng services. Ar	ounts o issuer	r other o	compe equire	nsation d to asi	a. Do no	t repor	t payme	ents for	service	
Cash commissions paid	\$12,425												_
Value of all securities distributed	Security codes										4		
as compensation ⁴		1		W	N	T	С	M	S				_
Describe tern	ns of warrants, opt	ions or other rights	99,400 wa for 18 mo		with ea	ach wa	arrant	exercis	sable a	t \$0.20) per sl	nare	
Other compensation ⁵		Describe											
Total compensation paid	\$12,425												
Check box if the person v	vill or may receive	any deferred compe	ensation (desc	ribe the	e terms b	pelow)							⊣ 1
⁴ Provide the aggregate value of all securities of the issuer. Indicate the acquire additional securities of the ⁵ Do not include deferred compensation	security codes for issuer.												
a) Name of person comp	ensated and reg	istration status											
Indicate whether the person comper No ✓ Yes	sated is a registra	unt.											
If the person compensated is an indi	ividual, provide th	e name of the individ	dual.								_		
Full legal name of individu													
10.1		amily name		irst give	n name			Seconda	ary given	names			
If the person compensated is not an Full legal name of	-	PI Financial Con											
_					7 (:6	1.	11.						
Indicate whether the person comper No Yes	n NRD number usated facilitated to	5 2 9 he distribution throu	0 ugh a funding	portal e		applica ernet-l		oortal.					
b) Business contact infor	mation												
If a firm NRD number is not provide	ed in Item 8(a), pro	ovide the business co	ontact informa	ıtion of	the pers	son bei	ing con	npensat	ed.				_
Street address													
Municipality				Pr	ovince	/State							
Country			Po	stal co	ode/Zip	code							
Email address				Telepl	none nu	ımber							1
c) Relationship to issuer	or investment fu	and manager											-
Indicate the person's relationship w Instructions and the meaning of "co Connected with the issue Insider of the issuer (otl Director or officer of th Employee of the issuer	ntrol" in section a ler or investment f her than an investr e investment fund	and of NI 45-106 for fund manager ment fund) or investment fund	the purposes of					aning o	of "conn	nected"	in Par	t B(2) o	f the
✓ None of the above													
d) Compensation details													
Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such a allocation arrangements with the di Cash commissions paid Value of all securities distributed	missions, securiti s clerical, printing	es-based compensati g, legal or accountin r employees of a non	ion, gifts, disc 1g services. Ar	ounts o issuer ompens	r other o	comper equired the issi	nsation d to asi uer.	a. Do no	ot repor tails ab	t payme out, or	ents for	service on, inte	

as compensation ⁴				W	N	T	С	M	S			
Describe terms of wa	arrants, options or o	other rights	91,000 wa		vith ea	ach wa	ırrant (exercis	sable a	t \$0.20) per sh	are
Other compensation ⁵		Describe	101 10 1110	itiis.								
	1,375	Deserroe										
		ferred compe	nsation (desc	ribe the	terms l	helow)						
Check box if the person will or may receive any deferred compensation (describe the terms below)												
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.												
i) Name of person compensated and registration status												
i) Name of person compensated and registration status												
Indicate whether the person compensated is a registrant. No ✓ Yes If the person compensated is an individual, provide the name of the individual.												
Full legal name of individual	proviae ine name o	oj tne inaivia	iuai.								7	
T un regui munte et mar riduur	Family nar	ne	F	irst given	name			Seconda	ry giver	names	_	
If the person compensated is not an individual, provide the following information.												
Full legal name of non-in	ndividual Cana	ccord Genu	ity Corp.									
Firm NRD	number 9	0 0			(if	applica	able)					
Indicate whether the person compensated for	acilitated the distri	bution throu	gh a funding	portal oi	r an ini	ternet-l	based p	ortal.				
✓ No Yes												
j) Business contact information If a firm NRD number is not provided in Ite		a husinass ca	ntact inform	ition of t	ha nar	son hai	na con	nansat	ad			
Street address	em o(u), provide ind	e business co	miaei injorme	iiion oj i	пе рег.	son ben	ng com	ірепзин	eu.			
Municipality				Pro	vince	/State						
Country			ı Po	stal coo	le/Zin	code						=
Email address			<u>]</u>]	Telepho	-							
	astment fund me	nagar		Тегерис) IIC IIC							
k) Relationship to issuer or invo			oer (select al	that an	nly) R	efer to	the me	aning o	f "com	nected"	' in Part	R(2) of the
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 "control" in section 1.4 of NI 45-106 for the purposes of completing this section.									2(2) 0)			
Connected with the issuer or investment fund manager												
Insider of the issuer (other than	an investment fun	d)										
Director or officer of the investment fund or investment fund manager												
Employee of the issuer or investment fund manager												
✓ None of the above												
l) Compensation details												
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services												
incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.												
	9,250	y		•	,							
Value of all securities distributed \$5	66 350	Ç ~-	curity codes	Secu	rity cod	le 1	Sec	curity co	de 2	Se	curity cod	le 3
as compensation ⁴	56,350	360	curry codes	W	N	T	C	M	S			
Describe terms of wa	arrants, options or o	other rights	604,800 w for 18 mo		with	each w	arrant	t exerc	isable	at \$0.2	20 per s	hare
Other compensation ⁵		Describe										
Total compensation paid \$7	75,600											
Check box if the person will or may receive any deferred compensation (describe the terms below)												

acquire additional securities of the issuer. ⁵Do not include deferred compensation. Name of person compensated and registration status Indicate whether the person compensated is a registrant. ✓ Yes If the person compensated is an individual, provide the name of the individual. Full legal name of individual Family name First given name Secondary given names If the person compensated is not an individual, provide the following information. Full legal name of non-individual Haywood Securities Inc. Firm NRD number 6 3 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. ✓ No Yes Business contact information If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address Municipality Province/State Postal code/Zip code Country Email address Telephone number 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 "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager None of the above Compensation details d) Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid \$5,250 Security code 1 Security code 2 Security code 3 Value of all securities distributed Security codes as compensation4 C 42,000 warrants with each warrant exercisable at \$0.20 per share Describe terms of warrants, options or other rights for 18 months Other compensation5 Describe \$5,250 Total compensation paid Check box if the person will or may receive any deferred compensation (describe the terms below) ⁴Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵Do not include deferred compensation.

⁴Provide 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, including options, warrants or other rights exercisable to

Item 9 – Directors, Ex	ECUTIVE OFFICE	ERS AND PRO	OMOTERS C	F THE	EISSUER						
If the issuer is an investment fund, do	not complete Item 9. Pr	oceed to Item 10									
Indicate whether the issuer is any of the	following (select the or	ıe that applies – į	if more than one	applies	, select only	one).					
✓ Reporting issuer in any jurisdic	ction of Canada										
Foreign public issuer											
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶											
Provide name of reporting issuer											
Wholly owned subsidiary of a foreign public issuer ⁶											
Provide name o	f foreign public issuer										
Issuer distributing only eligible	foreign securities and t	the distribution is	to permitted cli	ients onl	y ⁷						
If the issuer is at least one of the above ⁶ An issuer is a wholly owned subsidiary that are required by law to be owned by ⁷ Check this box if it applies to the curre to the definitions of "eligible foreign sea	of a reporting issuer of the its directors, are benef the distribution even if the	r a foreign public icially owned by ne issuer made pr	issuer if all of t the reporting is. evious distribut	suer or t ions of o	he foreign pı	ıblic issuer, re	spective	ly.			
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	Family name	First given name	Secondary given names		Business non-indi residential of ind		Relationship to issuer (select all that apply)				
						Province or country			P		
			<u> </u>								
b) Promoter information											
If the promoter listed above is not an inwithin Canada, state the province or ten											
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual		Relationship to promoter (select one or both if applicab					
			<i>3</i> · · · · · · · · · · · · · · · · · · ·	Province or country		D		О			
c) Residential address of each	ch individual										
Complete Schedule 2 of this form		ridential address	s for each in	livid~	l listed in 14	om Q(a) and	(h) ar	d attack	to the		
completed report. Schedule 2 also	requires information	i to be provided	l about contro	l perso	ns.	em 7(u) unu	(v) und	л инисп	เบ เทย		

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 signatory is also in typed for		in typed form rather ti	han handwritten j	form. The report may in	nclude an e	lectronic	signature	provided the nan	ne of the	
Securities legislation req a completed report of exe			iter that makes	a distribution of sect	urities und	ler certa	iin prosp	ectus exemption	ıs to file	
By completing the information authority or regulator, as information provided in the second s	applical	ble, that I have revi	ewed this repor	t and to my knowled						
Name of issuer/under investment fund manage		American Pacific Mining Corp.								
Full lega	l name	Smith Warwick								
		Family	name	First given na	me	Secondary given names				
	Title	Title CEO								
T 1 1		c04 c92 2029		7		Web	G		7	
Telephone n	number	604.682.2928		Email address		w@L	oataSyste:	ms.ca		
Sig	gnature	"Warwick Smith"	,,	Date	2020		05	27		
				_	YYYY	7	MM	DD	_	
ITEM 11 – CONT	гаст]	PERSON								
			o individual that t	ha sacuritias ragulator	v authority	or regul	utor may a	ontact with any a	wastions	
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 indivi	dual cer	tifying the report								
Full legal name		Hamelin Lindsay Title Consultant						ıltant		
		Family name	First given nan							
Name of company	Take It	Public Services In	c.							
Telephone number	604.68	2.2928		Email address	lindsay	say@takeitpublicservices.com				
				use of personal info						
The personal information re granted in securities legislat							rity or reg	ulator under the a	authority	
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 is	ssuer/und	erwriter confirms that	t each individual	listed in Schedule 1 or	2 of the rep	ort 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 Schedule 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.										