Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9260242

ITEM 1 - REPORT TYPE											
✓ New report											
Amended report If amended, provide filing date of report that is being amended (YYYY-MM-DD)											
ITEM 2 - PARTY CERTIFYING THE REPORT											
Indicate the party certifying the Instrument 81-106 Investment									restment fund	l, refer to sec	tion 1.1 of National
Investment fund issuer											
✓ Issuer (other than an investment fund)											
			- /								
ITEM 3 - ISSUER NAME											
	Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.										
	Full legal name Golden Independence Mining Corp.										
Previous full le	Previous full legal name 66 Resources Corp.										
If the issuer's name ch	If the issuer's name changed in the last 12 months, provide most recent previous legal name.										
	Website							(if applicabl	e)		
If the issuer has a legal entity i	dentifier <u>,</u> pro	vide below	. Refer t	to Part B o	f the li	nstructio	ons for t	he definition	of "legal enti	ty identifier".	
Legal entity	identifier										
If two or more issuers distribute	ed a single s	ecurity, pro	vide the	e full legal	name	(s) of th	e co-issu	ıer(s) other th	an the issuer	named abov	ve.
Full legal name(s) of co	-issuer(s)							(if applicabl	e)		
ITEM 4 - UNDERWRITER	R INFORM	ATION									
If an underwriter is completing	the report, p	orovide the	underw	riter's full	legal ı	name a	nd firm l	NRD number.			
Full legal name											
Firm NRD number	IRD number (if applicable)										
If the underwriter does not hav	e a firm NRI) number, ן	provide	the head c	office c	contact	informat	tion of the un	derwriter.		
Street address											
Municipality							Prov	ince/State			
Country						Pos	tal code	e/Zip code			7
Telephone number								Website			(if applicable)

ITEM 5 - ISSUER INFORMATION							
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.							
a) Primary industry							
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.							
NAICS industry code 2 1 2 2 9 9							
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.							
Exploration Development Production							
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.							
Mortgages Real estate Commercial/business debt Consumer debt Private companies							
Cryptoassets							
b) Number of employees							
Number of employees: 🗹 0 - 49 🗌 50 - 99 🗌 100 - 499 🗌 500 or more							
c) SEDAR profile number							
Does the issuer have a SEDAR profile?							
No Ves If yes, provide SEDAR profile number 0 0 0 4 4 7 8 2							
If the issuer does not have SEDAR profile complete item 5(d) - (h).							
d) Head office address							
Street address Province/State							
Municipality Postal code/Zip code							
Country Telephone number							
e) Date of formation and financial year-end							
Date of formation Financial year-end							
YYYY MM DD MM DD							
f) Reporting issuer status							
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes							
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.							
AII AB BC MB NB NL NT							
NS NU ON PE QC SK YT							
g) Public listing status							
If the issuer has a CUSIP number, provide below (first 6 digits only)							
CUSIP number							
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.							
Exchange name							
h) Size of issuer's assets							
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.							

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

If the issue is an investment fund, provide the following information: a) Investment fund manager information Full legal name Furn NRD number If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Province/State Guntry Postal code/Zip code Telephone number D Type of investment fund Tree of investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Indicate whether one or both of the following apply to the investment fund. Investment fund issuers Is a UCIT's Fund' 'understaining for the Collective Investment fund issuers Is a UCIT's Fund' 'understaining for the Collective Investment of Transferable Securities funds (UCIT's Funds) are investment funds regulated by the European Union (C) Date of formation and financial year-end of the investment fund Suppresent fund a reporting issuer in any jurisdication of Canada? No Yes It he investment fund a reporting issuer in any jurisdication of Canada? No Yes It he investment fund hars a CUSP number, provide below (first 6 digits only) CUSP number On O Public listing status of the investment fund is a reporting issuer. All All All </th
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Firm NRD number (if applicable) If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Province/State
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CUSIP number
name of an exchange and not a trading facility such as, for example, an automated trading system
Exchange name
f) Net asset value (NAV) of the investment fund
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).
L L \$\the under \$\mathbf{S}M \qquad L \qquad \mathbf{S}M \text{ to under \$\mathbf{S}M \qquad to
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M \$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation:

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 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 1 of the report.												
a) Currency												
Select the	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) 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.												
		S	Start da	^{ite} 2020	09 29	End d	late 20	020	09	29		
				YYYY	MM DD		Y	YYY	MM	DD		
c) Deta	ailed	purchas	er info	rmation								
Complet	te Scl	nedule 1	of thi	s form for ea	ch purchaser an	d attach the schedul	e to the	complet	ted re	port.		
d) Typ	es of	securitie	es dist	ributed								
	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		SIP number applicable)		Descriptio	on of security	Number of securities	lo	Single or lowest price		nest price	Total amount	
U B S	3	81083	Each Unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant is exercisable into one additional common share of the Issuer at a price of \$0.42 until September 29, 2021.				00	0.2800		0.2800	3,999,999.92	
e) Det	ails c	of rights a	ind co	nvertible/exch	angeable securit	ies						
						ercise price and expiry da er terms for each converti					xchangeable securities	
Convertib exchanges security c	able	Underly security			cise price nadian \$) Highest	Expiry date (YYYY- MM-DD)	Conver ratio		Des	Describe other items (if applicable)		
W N	т	СМ	s	0.4200	0.4200	2021-09-29	1:1	e s \$			o one common suer at a price of e until	
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.												
		ince or			Exemption reli	ed on		er of unique	22	Total a	mount (Canadian \$)	
		untry tario		NI 45-106 2			pu	rchasers	26		1,033,161.64	
Ontario NI 45-106 2.3 [Accredited investor] Alberta NI 45-106 2.5 [Family, friends and business associates]									1		5,600.00	

Alberta	NI 45-106 2.3 [Accredited investor]	13	156,199.68
Nova Scotia	NI 45-106 2.3 [Accredited investor]	1	49,999.88
United States	NI 45-106 2.3 [Accredited investor]	2	159,600.00
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	28,000.00
China	NI 45-106 2.3 [Accredited investor]	1	4,200.00
Germany	NI 45-106 2.3 [Accredited investor]	3	91,000.00
Monaco	NI 45-106 2.3 [Accredited investor]	2	56,001.40
Taiwan, Province Of China	NI 45-106 2.3 [Accredited investor]	1	28,000.00
United Kingdom	NI 45-106 2.3 [Accredited investor]	6	375,003.44
British Columbia NI 45-106 2.5 [Family, friends and business associates]		6	108,319.68
British Columbia	NI 45-106 2.3 [Accredited investor]	96	1,904,914.20
	3,999,999.92		

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b} In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

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ITEM 8 - COMPENSATION 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 No

✓ Yes

If yes, indicate number of persons compensated.

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a) Name of person compe	nsated and regis	stration status								
Indicate whether the person com	pensated is a regist	trant.	[No	\checkmark	Yes				
If the person compensated is an i	ndividual, provide	the name of the in	dividı	ual.						
Full legal name of individ	Jual									
Family name First given name Secondary given names										
If the person compensated is not an individual, provide the following information.										
Full legal name o	f non-individual	Leede Jones G	able	e Inc.						
Fin	m NRD number	5 7	7	0			(if app	olicable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves										
b) Business contact inform	nation									
If a firm NRD number is not prov	ided in Item 8 (a),	provide the busines	ss con	ntact informatio	n of the	persor	n being cor	mpensated.		
Street address										
Municipality					F	Provin	ce/State			
Country				I	Postal	code/2	Zip code			
Email address					Telep	ohone	number			
c) Relationship to issuer or investment fund manager										
Indicate the person's relationship the Instructions and the meaning									ed" in Part I	B(2) of
Connect with the issue	r or investment fur	nd manager			Insider	of the	issuer (ot	her than an inves	tment fund)	
Director or officer of the	e investment fund	or investment fund	l man	nager	Emplo	yee of	the issuer	or investment fu	nd manager	
✓ None of the above										
d) Compensation details										
Provide details of all compensatio Canadian dollars. Include cash co- incidental to the distribution, such allocation arrangements with the	mmissions, securiti as clerical, printin directors, officers c	es-based compens g, legal or account or employees of a r	ation, ing se	, gifts, discounts ervices. An issue	or othe or is not	er comp require	pensation. Ed to ask fo	Do not report pay	ments for se	ervices
Cash commissions paid	6,7	20.08			F	Securi	ty code 1	Security code 2	Security co	ode 3
Value of all securities distributed as compensation			Se	ecurity codes		W	N T			
Describe ter	rms of warrants, op	otions or other righ			e of th	e Issu	er at a p	t being exercisa rice of \$0.42 pe		
Other compensation ⁵	5	Descri	be							
Total compensation paid	6,7	20.08	L							
Check box if the pers	son will or may rec	eive any deferred	comp	pensation (desc	ribe the	e terms	below)			
⁴ Provide the aggregate value of additional securities of the issue rights exercisable to acquire add ⁵ Do not include deferred compet	r. Indicate the sec ditional securities d	urity codes for all s								er

a) Name of person compe	nsated and regis	stration	status								
Indicate whether the person comp	pensated is a regist	rant.		🗌 No		\checkmark	Yes				
If the person compensated is an i	ndividual, provide	the name	e of the indivi	idual.							
Full legal name of individual											
Family name First given name Secondary given names										6	
If the person compensated is not an individual, provide the following information.											
Full legal name o	f non-individual	Haywo	od Securiti	es Inc.							
Firr	Firm NRD number1630(if applicable)										
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves											
b) Business contact inform	ation										
If a firm NRD number is not prov	ided in Item 8 (a), _I	provide ti	he business c	ontact info	rmation o	of the p	person b	eing cor	npensated.		
Street address											
Municipality						Pr	rovince	/State			
Country					Po	stal co	ode/Zip	o code			
Email address	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.											
Director or officer of the	e investment fund (or invest	ment tuna m	anager		mpioye	ee of the	e Issuer	or investment fu	ind manage	r
d) Compensation details											
Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the Cash commissions paic	mmissions, securiti as clerical, printin directors, officers c	es-based g, legal c	l compensation for accounting	on, gifts, dis services. A	counts or n issuer is	other s not re ated by	comper equired y the iss	nsation. to ask fo uer.	Do not report pa or details about, d	yments for s or report on,	ervices internal
Value of all securities							Security W N		Security code 2	Security of	code 3
distributed as compensation				Security co	odes	Ľ					
Describe ter	ms of warrants, or	otions or	other rights	commo		of the	Issuer	at a pr	t being exercis rice of \$0.42 p		
Other compensation ⁵			Describe								
Total compensation paid	I 8,1	47.97									
Check box if the pers	on will or may rec	eive any	deferred cor	npensatior	ı (describ	e the t	erms be	elow)			
⁴ Provide the aggregate value of additional securities of the issue rights exercisable to acquire add ⁵ Do not include deferred competence ⁵ Do not include deference ⁵ Do not include deferred competence ⁵ Do not in	r. Indicate the secu litional securities c	urity cod	es for all sec								ner

a) Name of person comp	ensated and registration	status								
Indicate whether the person cor	mpensated is a registrant.		No No	\checkmark	Yes					
If the person compensated is an	n individual, provide the nam	ne of the individ	lual.							
Full legal name of indiv	ridual									
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 PI Fin	ancial Corp.								
Fi	irm NRD number 5	2 9	0		(i	if applicable)				
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 pro	ovided in Item 8 (a), provide	the business co	ontact informati	on of the p	person bein	ng compensate	d.			
Street address										
Municipality				Р	rovince/S	tate				
Country				Postal c	ode/Zip c	ode				
Email address				Telepl	hone num	nber				
c) Relationship to issuer or investment fund manager										
Indicate the person's relationshi the Instructions and the meanin							"connected" in Part B(2) of			
Connect with the issu	er or investment fund mana	iger		Insider	of the issue	er (other than	an investment fund)			
Director or officer of the	he investment fund or inves	tment fund ma	inager	Employ	ee of the is	ssuer or invest	ment fund manager			
✓ None of the above										
d) Compensation details										
Provide details of all compensation Canadian dollars. Include cash c incidental to the distribution, suc allocation arrangements with th	commissions, securities-base ch as clerical, printing, legal	d compensation or accounting	n, gifts, discoun services. An issu	ts or other ıer is not r	compensa equired to	tion. Do not re ask for details	port payments for services			
Cash commissions pa	aid 3,360.00				Security coo	de 1 Security	code 2 Security code 3			
Value of all securitie distributed as compensatio		S	Security codes							
-	erms of warrants, options o	r other rights								
Other compensation	n ⁵	Describe								
Total compensation pa	id 3,360.00]			
Check box if the pe	rson will or may receive any	y deferred corr	pensation (des	cribe the	terms belo	w)				
⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire ad ⁵ Do not include deferred comp	ler. Indicate the security cou dditional securities of the iss	des for all secu								

a) Name of person comp	ensated and regis	stration	status								
Indicate whether the person co	mpensated is a regist	rant.		No		\checkmark	Yes				
If the person compensated is ar	n individual, provide	the nam	e of the indiv	vidual.							
Full legal name of indiv	vidual										
		Family n	ame		First	t given n	name		Secon	idary given nan	nes
If the person compensated is no	ot an individual, prov	ide the j	following info	ormation.							
Full legal name	of non-individual	Raym	ond James	Ltd.							
F	irm NRD number	8	2 4	0				(if app	olicable)		
Indicate whether the person co	mpensated facilitated	the dis	tribution thro	ough a fund	ling port	al or ar	n interne	et-based	portal.	✓ No	Yes
b) Business contact info	mation										
If a firm NRD number is not pro	ovided in Item 8 (a),	provide	the business	contact info	ormation	of the	person l	being coi	mpensated.		
Street address											
Municipality						F	Province	e/State			
Country					Р	ostal o	code/Zi	p code			
Email address						Telep	hone n	umber			
c) Relationship to issuer	or investment fun	d mana	ager								
Indicate the person's relationsh the Instructions and the meaning	ng of "control" in sec	tion 1.4	of NI 45-106		poses of	comple	eting thi	s section			
Connect with the issu	ier or investment für	id mana	iger			Insider	of the is	ssuer (ot	her than an i	nvestment fu	nd)
Director or officer of t	he investment fund	or inves	tment fund n	nanager		Employ	ee of th	ie issuer	or investmer	nt fund mana	ger
\checkmark None of the above											
d) Compensation details											
Provide details of all compensat Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with th	commissions, securiti ch as clerical, printin ne directors, officers c	es-base g, legal or emplo	d compensati or accounting	ion, gifts, di g services. A	scounts o An issuer	or othe is not i	r compe required	nsation. ' to ask fe	Do not report	t payments fo	r services
Cash commissions pa	aid 10,7	52.00					Security	code 1	Security coo	de 2 Securit	y code 3
Value of all securitie distributed as compensatio				Security c	odes		WN	IT			
Describe	erms of warrants, op	otions o	r other rights		n share	e of the	e Issue	r at a p		rcisable into 2 per comm	
Other compensatio	n ⁵		Describe								
Total compensation pa	id 10,7	52.00									
Check box if the pe	erson will or may rec	eive any	/ deferred co	mpensatio	n (descri	ibe the	terms b	elow)]
⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sec dditional securities d	urity cod	des for all se								

a) Name of person compens	sated and regis	stration	status											
Indicate whether the person compe	nsated is a regist	rant.			No No		\checkmark	Yes	5					
If the person compensated is an ind	lividual, provide	the nam	e of the in	divic	lual.									
Full legal name of individu	al													
		Family n	ame			Firs	t given	name			Sec	ondary gi	ven names	6
If the person compensated is not an	n individual, prov	ide the f	following i	nfori	mation.									
Full legal name of r	non-individual	Macki	e Reseai	rch	Capital C	orpora	ation							
Firm	NRD number	3	0	7	0					(if app	licable)			
Indicate whether the person compe	nsated facilitated	l the dis	tribution ti	hrou	gh a fund	ing port	tal or a	n inter	rnet-l	based _j	portal.	\checkmark	No 🗌	Yes
b) Business contact informa	tion													
If a firm NRD number is not provide	ed in Item 8 (a), _I	orovide i	the busine:	ss co	ntact info	rmation	n of the	perso	n bei	ng con	npensated.			
Street address														
Municipality							ŀ	Provir	nce/S	State				
Country						P	Postal	code/	/Zip (code				
Email address							Tele	ohone	e nur	nber				
c) Relationship to issuer or i	nvestment fun	d mana	ager											
Indicate the person's relationship w the Instructions and the meaning of Connect with the issuer of Director or officer of the in Vone of the above	f "control" in sector r investment fun	tion 1.4 Id mana	of NI 45-1 Iger	06 fa	or the purp	poses of	f compl Inside	leting t r of the	this s e issu	<i>ection</i> . Jer (otl		n investr	nent fund)
d) Compensation details														
Provide details of all compensation Canadian dollars. Include cash comm incidental to the distribution, such a allocation arrangements with the di Cash commissions paid Value of all securities	missions, securiti s clerical, printin rectors, officers c	es-based g, legal	d compens or account	ation ting : non-l	n, gifts, dis services. A	counts n issuei compei	or othe r is not	er com requir	penso red to e issue	ation. o ask fo er.	Do not repo	ort paym bout, or i	nents for s	ervices internal
distributed as compensation ⁴						1000	L							
Describe term	s of warrants, or	otions o	r other righ	nts		n share	e of th	e Issi	uer a	at a pr	being ex ice of \$0.			
Other compensation ⁵			Descri	be										
Total compensation paid	22,5	52.82												
Check box if the persor	n will or may rec	eive any	/ deferred	com	pensatior	ı (descr	ribe the	e terms	s belo	ow)				
⁴ Provide the aggregate value of all additional securities of the issuer. rights exercisable to acquire additi ⁵ Do not include deferred compens	Indicate the secu ional securities c	urity cod	les for all s											uer

a) Name of person compensated	and registratio	n status						
Indicate whether the person compensated	is a registrant.		No No	\checkmark	Yes			
If the person compensated is an individua	l, provide the nai	ne of the indivi	idual.					
Full legal name of individual								
	Family	name	Fir	st given na	me	Secondary	given names]
If the person compensated is not an indiv	idual, provide the	following info	rmation.					
Full legal name of non-ir	dividual Cana	accord Genui	ty Corp.					
Firm NRD	number 9	0 0			(if a	pplicable)		
Indicate whether the person compensated	facilitated the d	stribution thro	ugh a funding poi	rtal or an	internet-base	ed portal.	🖊 No 🗌] Yes
b) Business contact information								
If a firm NRD number is not provided in I	em 8 (a), provide	the business c	ontact informatio	n of the p	erson being o	compensated.		
Street address								
Municipality				Pr	ovince/Stat	e		
Country] !	Postal co	ode/Zip cod	e		
Email address]	Teleph	ione numbe	er		
c) Relationship to issuer or invest	ment fund mar	ager						
Indicate the person's relationship with the the Instructions and the meaning of "cont Connect with the issuer or investing Director or officer of the investment None of the above	rol" in section 1.4 stment fund man	4 of NI 45-106 ; ager	for the purposes o	of complet	ing this section of the issuer (stment fund)	'(2) of
d) Compensation details								
Provide details of all compensation paid, of Canadian dollars. Include cash commission incidental to the distribution, such as cleric allocation arrangements with the directors Cash commissions paid	ns, securities-bas cal, printing, lega	ed compensatic l or accounting	on, gifts, discounts services. An issue	s or other er is not re ensated by	compensatio equired to asl	n. Do not report pa (for details about, (yments for se	rvices internal
Value of all securities			Security codes	v	V N T			
distributed as compensation ⁴	arrants, options		254,379 warr	re of the	Issuer at a	rant being exerci price of \$0.42 pe		ine
Other compensation ⁵		Describe						
Total compensation paid	71,226.22							
Check box if the person will c	r may receive ar	ny deferred cor	npensation (desc	cribe the te	erms below)			
⁴ Provide the aggregate value of all seculadditional securities of the issuer. Indicarights exercisable to acquire additional s ⁵ Do not include deferred compensation.	te the security co	des for all sec						er.

a) Name of person compens	sated and regis	stration st	tatus							
Indicate whether the person compe	ensated is a regist	rant.		No No	\checkmark	Yes				
If the person compensated is an inc	dividual, provide	the name o	of the individ	dual.						
Full legal name of individu	al									
		Family nam	e	I	First given	name		Secondary	given names	
If the person compensated is not a	n individual, prov	ide the foll	lowing infor	mation.						
Full legal name of	non-individual	Gravitas	Securities	s Inc.						
Firm	NRD number	2	6 2	6	0		(if app	olicable)		
Indicate whether the person compe	ensated facilitated	l the distri	bution throu	ıgh a funding	portal or a	an inter	net-based	portal.	No 🗌	Yes
b) Business contact informa	tion									
If a firm NRD number is not provid	ed in Item 8 (a), _I	provide the	e business co	ontact inform	ation of the	e persoi	n being coi	mpensated.		
Street address										
Municipality						Provin	ice/State			
Country					Postal	code/	Zip code			
Email address					Tele	phone	number			
c) Relationship to issuer or i	investment fun	d manage	ər							
Indicate the person's relationship w the Instructions and the meaning o Connect with the issuer o Director or officer of the i	f "control" in sector frinvestment fun	tion 1.4 of d manage	NI 45-106 f	or the purpos	es of comp	o <i>leting t</i> er of the	his section issuer (ot		stment fund))
d) Compensation details										
Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such c allocation arrangements with the di Cash commissions paid	missions, securiti as clerical, printin irectors, officers c	es-based c g, legal or	ompensatio accounting	n, gifts, disco services. An i	unts or oth ssuer is no	er com t requir l by the	pensation. ed to ask f issuer.	Do not report pa or details about, o	yments for se or report on,	ervices internal
							ity code 1	Security code 2	Security co	ode 3
Value of all securities distributed as compensation ⁴			S	Security code	S	W	NT			
Describe term	ns of warrants, or	otions or o	ther rights		hare of th	ne Issu	uer at a p	being exercisa rice of \$0.42 pe		
Other compensation ⁵			Describe							
Total compensation paid	1,8	14.40								
Check box if the perso	n will or may rec	eive any d	eferred com	npensation (d	lescribe th	e terms	s below)			
⁴ Provide the aggregate value of all additional securities of the issuer. rights exercisable to acquire addit ⁵ Do not include deferred compension of the security of the	Indicate the secutional securities of	urity codes	s for all secu							er

a) Name of person compe	ensated and regis	stration	status								
Indicate whether the person com	pensated is a regist	rant.		🗌 No		\checkmark	Yes				
If the person compensated is an	individual, provide	the nam	e of the indi	vidual.							
Full legal name of indivi	dual										
		Family n	ame	I	Firs	t given r	name		Secondar	y given names	3
If the person compensated is not	an individual, prov	ide the f	following inf	ormation.							
Full legal name of	of non-individual	Clarus	s Securities	s Inc.							
Fir	m NRD number	1	3	6	0			(if ap	plicable)		
Indicate whether the person com	pensated facilitated	the dis	tribution thr	ough a fund	ling port	tal or ai	n interi	net-based	l portal.	✓ No 🗌	Yes
b) Business contact inforr	nation										
If a firm NRD number is not prov	vided in Item 8 (a), p	provide t	the business	contact info	ormation	n of the	persor	being co	ompensated.		
Street address											
Municipality						F	Provin	ce/State	•		
Country					P	Postal	code/2	Zip code	•		
Email address						Telep	phone	numbei	-		
c) Relationship to issuer c	or investment fun	d mana	ager								
Indicate the person's relationship the Instructions and the meaning Connect with the issue Director or officer of th	g of "control" in sec er or investment fur	tion 1.4 Id mana	of NI 45-106 ger	5 for the pu	poses of	f comple Insider	<i>eting ti</i> of the	his section issuer (c		stment fund)
 d) Compensation details 											
Provide details of all compensation Canadian dollars. Include cash co incidental to the distribution, suc allocation arrangements with the Cash commissions pai	ommissions, securiti h as clerical, printin e directors, officers c	es-baseo g, legal	d compensat or accountin	ion, gifts, di g services. /	scounts An issuer	or othe r is not	er comp require by the	ensation d to ask	. Do not report po	iyments for s or report on,	ervices internal
Value of all securities	3			o		F	W	N T			
distributed as compensation				Security c	odes	L					
Describe te	rms of warrants, or	otions of	r other rights		on share	e of the	e Issu	er at a p	being exercisa brice of \$0.42 p		
Other compensation	5		Describe	9							
Total compensation pai	d 1,6	80.00									
Check box if the per	son will or may rec	eive any	/ deferred co	ompensatio	n (descr	ribe the	terms	below)			
⁴ Provide the aggregate value of additional securities of the issue rights exercisable to acquire ad ⁵ Do not include deferred competi- additional security of the securi	er. Indicate the sec ditional securities d	urity cod	les for all se								er

a) Name of person compensa	ated and regis	tration statu	IS							
Indicate whether the person compens	sated is a regist	rant.		🗌 No	\checkmark] Yes				
If the person compensated is an indiv	vidual, provide t	he name of th	ne individ	dual.						
Full legal name of individual	Ι									
	۱	amily name		F	irst given	name		Secondary	given names	
If the person compensated is not an i	individual, provi	de the followi	ing infor	mation.						
Full legal name of no	on-individual	RF Securiti	es Clea	aring LP						
Firm N	IRD number	2 1	9	8 0			(if app	licable)		
Indicate whether the person compens	sated facilitated	the distributi	on throu	ıgh a funding p	ortal or d	ın interi	net-based	portal.	/ No 🗌	Yes
b) Business contact information	on									
If a firm NRD number is not provided	l in Item 8 (a), p	rovide the bu	siness co	ontact informat	ion of the	e persor	being cor	npensated.		
Street address										
Municipality						Provin	ce/State			
Country					Postal	code/2	Zip code			
Email address					Tele	phone	number			
c) Relationship to issuer or inv	vestment fund	l manager								
Indicate the person's relationship with the Instructions and the meaning of ' Connect with the issuer or Director or officer of the inv	"control" in sect investment fun	ion 1.4 of NI 4 d manager	45-106 f	or the purposes	of comp	<i>leting ti</i> r of the	his section. issuer (ot		stment fund))
None of the aboved) Compensation details										
d) Compensation details Provide details of all compensation por Canadian dollars. Include cash comm incidental to the distribution, such as allocation arrangements with the dire Cash commissions paid	issions, securitie clerical, printing ectors, officers o	es-based comp g, legal or acc	pensatio ounting	n, gifts, discour services. An iss	nts or oth uer is not	er comp t require by the	pensation. ed to ask fo issuer.	Do not report pay	ments for se or report on,	ervices internal
Value of all securities						W	ty code 1 N T	Security code 2	Security co	Jue 3
distributed as compensation ⁴			S	Security codes	l	vv				
Describe terms	of warrants, op	tions or other	r rights		are of th	ne Issu	er at a pi	t being exercisa rice of \$0.42 pe		
Other compensation ⁵		De	escribe							
Total compensation paid	6,67	2.00								
Check box if the person	will or may rece	vive any defer	rred con	npensation (de	scribe the	e terms	below)			
⁴ Provide the aggregate value of all s additional securities of the issuer. In rights exercisable to acquire addition ⁵ Do not include deferred compensations.	ndicate the secu nal securities o	rity codes for								er

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

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	Golden Independence Mining	olden Independence Mining Corp.									
Full legal name	Leonard	Leonard Joel									
	Family name	First given name	•	Seconda	ary given na	imes					
Title	Chief Financial Officer										
Telephone number	7788383692	Email address	accountin	g@jclpa	rtners.ca						
Signature	(signed) "Joel Leonard"	Date	2020	10	08						
			YYYY	MM	DD						

ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name	Melder	Tamara			Title	Legal Assistant
-	Family name	First given name	Secondary g	given names		
Name of company	Bennett Jones LLP					
Telephone number	6048915316	Er	nail address	meldert@ben	nettjone	es.com

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information
 pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory
 authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of
 the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and
 business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the
 security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.