Form 45-106F1 Report of Exempt Distribution

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 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 and the companion policy to NI 81-106.									
 ✓ Issuer (other than an inve 	✓ Issuer (other than an investment fund)								
	· · · · · ,								
Item 3 - Issuer Name and O	HER IDENTIFIERS								
Provide the following information about t		vestment fund, about the fund.							
Full legal name	Lions Bay Mining Corp								
Previous full legal name									
If the issuer's name changed in th	e last 12 months, provide most	recent previous legal name.							
Website		(if applicab	le)						
If the issuer has a legal entity identifier, p	rovide below. Refer to Part B of t	he Instructions for the definition	of "legal entity identifier".						
Legal entity identifier									
If two or more issuers distributed a single	security, provide the full legal n	ame(s) of the co-issuer(s) other th	han the issuer named above						
Full legal name(s) of co-issuer(s)		(if applicab	le)						
ITEM 4 - UNDERWRITER INFORI	ΜΑΤΙΟΝ								
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm NRD number	<u>.</u>						
Full legal name									
Firm NRD number		(if applicable)		1					
If the underwriter does not have a firm N	D number, provide the head of	ice contact information of the ur	nderwriter.						
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.									
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 3 9 8									
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									
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 4 5 6 1 7									
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									
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	S1B or over

If the issue is an investment fund, provide the following information: a) Investment fund manager information Full legal name							
Full legal name							
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							
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 County Postal code/Zip code County Telephone number Postal code/Zip code Do Type of investment fund Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Do Type of investment fund that most accurately identifies the issuer (select only one). Do Money market De Quity De County De C							
Street address Municipality 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). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most mestment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive and objective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive and objective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive Investment fund issuers Is a UCITS Fund' Under the investment fund issuers Is a UCITS Fund' VYYY MM DD Is the investment fund a reporting issuer in any jurisdication of Canada? NO Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. NI NI NI ON Pe QC SK YI It the investment fund as a CUSIP number, provide below (first 6 digits only) CUSIP number It the investment fund is seukite the name of the exchange on which the investment fund's							
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CUSIP number							
name of an exchange and not a trading facility such as, for example, an automated trading system							
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 currer	ncv or curre	ncies ir	n which the distr	ibution was made. /	All dollar amounts prov	vided i	n the report n	nust be in Canadia	an dollars.		
	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. Start date 2020 08 26 YYYY MM DD YYYY											
c) Detailed	purchase	r infor	mation								
Complete Sch	nedule 1 d	of this	form for eac	h purchaser and	attach the schedu	le to t	the comple	ted report.			
d) Types of	securities	s distri	ibuted	-			-	-			
Provide the follo	 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 \$			
	BIP number applicable)	Description of security			Number of securities		Single or lowest price	Highest price	Total amount		
UBS53627L Each unit consists of one common share and one half of one share purchase warrant. Each whole warrant is exercisable into one additional common share for a period of two years from the closing date.					13,738,235.	00	0.2200	0.2200	3,022,411.70		
e) Details o	f rights ar	nd con	vertible/excha	ngeable securitie	S						
were distributed					cise price and expiry do terms for each convert				xchangeable securities		
Convertible / exchangeable security code	Underlyir security co			se price dian \$) Highest	Expiry date (YYYY- MM-DD)	Co	nversion ratio	Describe other items (if applicable)			
W N T	СМ	S	0.5000	0.5000	2022-08-26	1:1	Each whole warrant is exercisable into one common share until August 26, 2022 for a total of 5,391,827 warrants and until September 3, 2022 for a total of 1,477,291 warrants.				
f) Summary	of the dis	stributi	ion by jurisdict	ion and exemption	on						
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.											

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

Province or country	Exemption relied on	Number of unique ^{2®} purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	13	1,453,812.14
Alberta	NI 45-106 2.3 [Accredited investor]	15	606,059.96

(1					
Ontario	NI 45-106 2.3 [Accredited investor]	20	425,239.98				
United States	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	4	154,299.86				
New Zealand	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	2	44,000.00				
Switzerland	NI 45-106 2.3 [Accredited investor]	1	48,400.00				
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	49,999.84				
Thailand	NI 45-106 2.3 [Accredited investor]	1	200,200.00				
Singapore	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	24,999.92				
Monaco	NI 45-106 2.3 [Accredited investor]	1	15,400.00				
	Total dollar amount of securities distributed						

^{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

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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 \$)
otal 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)

Ітем 8 - Сс	OMPENSATIO	N INFORMATION	
		rson (as defined in NI 45-106) to whom the issuer directly provides, litional copies of this page if more than one person was, or wil	
Indicate when	ther any compens	ation was paid, or will be paid, in connection with the distribution.	
🗌 No	✓ Yes	If yes, indicate number of persons compensated.	5

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 individual										
	9	F	irst given r	name		Second	ary given nam	es		
If the person compensated is not an inc	If the person compensated is not an individual, provide the following information.									
Full legal name of nor	n-individual	Stephen	Avenue S	ecurities Inc.						
Firm NF	RD number	8	0 8	0			(if appl	icable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves										
b) Business contact information	า									
If a firm NRD number is not provided i	n Item 8 (a), p	rovide the	business co	ontact informati	on of the	person b	eing corr	npensated.		
Street address										
Municipality					F	Province	/State			
Country					Postal	code/Zip	code			
Email address					Telep	phone nu	umber			
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. Connect 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 None of the above										
d) Compensation details										
Componential 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. Cash commissions paid 12,812.80 Value of all securities distributed as compensation ⁴ Security codes								services n, internal		
Describe terms o	f warrants, op	tions or oth	ner rights	58,240 warra common sha August 26, 2	are at a					one
Other compensation ⁵			Describe							
Total compensation paid	12,81	2.80								
Check box if the person w	ill or may rece	eive any de	ferred con	npensation (des	cribe the	terms be	elow)			
⁴ Provide the aggregate value of all se additional securities of the issuer. Ind rights exercisable to acquire additiona ⁵ Do not include deferred compensation	licate the secu al securities o	ırity codes	for all secu							

a) Name of person comp	a) Name of person compensated and registration status										
Indicate whether the person con	pensated is a regist	trant.		No)	\checkmark	Yes				
If the person compensated is an individual, provide the name of the individual.											
Full legal name of indiv	dual										
		Family n	ame		Firs	t given i	name		Secon	dary given nam	ies
If the person compensated is not an individual, provide the following information.											
Full legal name	of non-individual	Macki	e Researc	h Capital	Corpora	ation					
Fi	rm NRD number	3	0	7 0				(if ap	plicable)		
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	vided in Item 8 (a), j	provide	the business	contact inf	ormatior	n of the	person	being co	mpensated.		
Street address											
Municipality						F	Provinc	ce/State			
Country					F	Postal	code/Z	Zip code			
Email address						Telep	ohone	number			
c) Relationship to issuer	c) Relationship to issuer or investment fund manager										
Indicate the person's relationshi the Instructions and the meanin	g of "control" in sec	tion 1.4	of NI 45-106		rposes of	f compl	eting th	nis sectior	1.		
Connect with the issue	er or investment für	id mana	iger			Insider	of the	issuer (o	ther than an i	nvestment für	1d)
Director or officer of the	e investment fund	or inves	tment fund i	manager		Emplo	yee of t	he issue	r or investmer	nt fund manag	ger
✓ None of the above											
d) Compensation details											
Provide details of all compensati Canadian dollars. Include cash c incidental to the distribution, suc allocation arrangements with the	ommissions, securiti h as clerical, printin e directors, officers c	es-based g, legal or emplo	d compensat or accountir	tion, gifts, d Ig services.	iscounts An issuei	or othe r is not	er comp require	ensation. d to ask f	Do not report	t payments for	r services
Cash commissions pa	a 4,1	99.58				F	Securit	y code 1	Security coc	le 2 Security	/ code 3
Value of all securitie distributed as compensation	-			Security of	codes		W	NT			
Describe terms of warrants, options or other rights Describe terms of warrants, options or other rights August 26, 2022.											
Other compensation	5		Describe	•							
Total compensation pai	d 4,1	99.58									
Check box if the per	son will or may rec	eive any	y deferred co	ompensatio	on (descr	ribe the	terms	below)			
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire ac ⁵ Do not include deferred compo- ⁵ Do not include deferred compo- action of the security of the secur	er. Indicate the sec Iditional securities d	urity cod	des for all se								

a) Name of person comp	ensated and regis	stration	status								
Indicate whether the person co	mpensated is a regist	trant.		🗌 No		\checkmark	Yes				
If the person compensated is ar	n individual, provide	the name	e of the indiv	idual.							
Full legal name of indiv	vidual										
		Family na	ame		First	given n	ame		Seconda	ary given names	3
If the person compensated is no	ot an individual, prov	ide the f	ollowing info	rmation.							
Full legal name	of non-individual	PI Fina	ancial Corp								
F	irm NRD number	5	2 9	0				(if app	licable)		
Indicate whether the person co	mpensated facilitated	d the dist	ribution thro	ugh a funa	ling porta	al or an	, interne	t-based	portal.	✓ No □	Yes
b) Business contact infor	mation										
If a firm NRD number is not pro	ovided in Item 8 (a),	provide t	he business o	ontact info	ormation	of the	person b	eing cor	npensated.		
Street address											
Municipality						Ρ	rovince	e/State			
Country					P	ostal c	code/Zi	o code			
Email address	Email address Telephone number										
c) Relationship to issuer	or investment fun	d mana	ger								
Indicate the person's relationsh the Instructions and the meanin	ng of "control" in sec	tion 1.4 c	of NI 45-106		poses of	comple	eting this	section			
Connect with the issu	ier of investment für	ia manag	ger		L] '	nsider	of the Is	suer (ot	her than an inv	estment rund)
Director or officer of t	he investment fund	or invest	ment fund m	anager	Ē	Employ	vee of the	e issuer	or investment	fund manage	r
✓ None of the above											
d) Compensation details											
Provide details of all compensat Canadian dollars. Include cash of incidental to the distribution, su allocation arrangements with th Cash commissions pa	commissions, securiti ch as clerical, printin ne directors, officers c	es-basea g, legal c or employ	l compensati or accounting	on, gifts, di 1 services. A	scounts c An issuer	or othei is not i	r compei required	nsation. to ask fo	Do not report p	payments for s	ervices
Cash commissions pa	10,4	72.00					Security	code 1	Security code	2 Security c	ode 3
Value of all securitie distributed as compensatio				Security c	odes		WN	Т			
Describe t	erms of warrants, o	otions or	other rights		n share	e at a p			t being exerc per common		ne
Other compensatio	n ⁵		Describe								
Total compensation pa	id 10,4	72.00		<u> </u>							
Check box if the pe	erson will or may rec	eive any	deferred co	mpensation	n (descri	be the	terms b	elow)]
⁴ Provide the aggregate value o 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	es for all sec								er

a) Name of person compe	nsated and regis	stration status								
Indicate whether the person comp	pensated is a regist	rant.		No No	\checkmark	Yes				
If the person compensated is an i	ndividual, provide	the name of the ir	ndivia	lual.						
Full legal name of individ	lual									
		Family name		Firs	st given r	name		Secondary	given names	
If the person compensated is not	an individual, prov	ide the following i	inforr	mation.						
Full legal name o	f non-individual	Leede Jones (Gabl	e Inc.						
Firr	n NRD number	5 7	7	0			(if app	olicable)		
Indicate whether the person comp	pensated facilitated	the distribution t	throu	gh a funding por	tal or a	n interi	net-based	portal.	No 🗌] Yes
b) Business contact inform	ation									
If a firm NRD number is not provi	ided in Item 8 (a), j	provide the busine	ess co	ntact information	n of the	persor	being co	mpensated.		
Street address										
Municipality					F	Provin	ce/State			
Country				F	Postal	code/2	Zip code			
Email address					Telep	hone	number			
c) Relationship to issuer or	r investment fun	d manager								
Indicate the person's relationship the Instructions and the meaning									ted" in Part I	B(2) of
Connect with the issuer	or investment fur	d manager			Insider	of the	issuer (ot	her than an inves	stment fund)	
Director or officer of the	investment fund	or investment fun	d ma	nager	Employ	yee of	the issuer	or investment fu	nd manager	
✓ None of the above										
d) Compensation details										
Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the	mmissions, securiti as clerical, printin directors, officers c	es-based compens g, legal or accoun r employees of a	satior ting :	n, gifts, discounts services. An issue	or othe r is not	r comp require	ensation. ed to ask f	Do not report pay	ments for se	ervices
Cash commissions paid	1,0	78.00			F	Securi	ty code 1	Security code 2	Security co	ode 3
Value of all securities distributed as compensation ⁴			S	Security codes		W	N T			
Describe ter	ms of warrants, op	otions or other rig	hts		e at a			being exercisal per common sh		e
Other compensation ⁵		Descr	ibe							
Total compensation paid	1,0	78.00								
Check box if the pers	on will or may rec	eive any deferred	com	pensation (desc	ribe the	terms	below)			
⁴ Provide the aggregate value of a additional securities of the issue rights exercisable to acquire add ⁵ Do not include deferred compet	r. Indicate the sec litional securities c	urity codes for all								er

a) Name of person comp	pensated and regi	stration status						
Indicate whether the person co	mpensated is a regis	trant.	No No	🖌 Yes				
If the person compensated is a	n individual, provide	the name of the indi	vidual.					
Full legal name of indiv	/idual							
		Family name	Firs	st given name		Secondary	y given names	
If the person compensated is no	ot an individual, prov	vide the following inf	ormation.					
Full legal name	of non-individual	Raymond James	s Ltd.					
F	irm NRD number	8 2 4	4 0		(if appl	icable)		
Indicate whether the person co.	mpensated facilitated	d the distribution thr	ough a funding por	tal or an inter	net-based p	oortal.	✓ No 🗌	Yes
b) Business contact info	rmation							
If a firm NRD number is not pr	ovided in Item 8 (a),	provide the business	contact information	n of the persor	n being com	npensated.		
Street address								
Municipality				Provin	ce/State			
Country			F	Postal code/2	Zip code			
Email address	Telephone number							
c) Relationship to issuer	or investment fun	d manager						
Indicate the person's relationsh the Instructions and the meaning Connect with the issu Director or officer of t	ng of "control" in sec ler or investment fur	tion 1.4 of NI 45-100 nd manager	5 for the purposes o	f completing to Insider of the	<i>his section</i> . sissuer (oth	nning of "connec ner than an inve or investment fu	stment fund)	'2) of
d) Compensation details								
Provide details of all compensation Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with th Cash commissions pa Value of all securitie	tion paid, or to be pa commissions, securiti ch as clerical, printin ne directors, officers o aid 20,7	ies-based compensat ng, legal or accountir	tion, gifts, discounts ng services. An issue n-individual compe	or other comp or is not require consated by the	pensation. L ed to ask fo	Do not report pa	yments for ser or report on, ir	rvices nternal
distributed as compensatio			Security codes					
Describe	erms of warrants, o	ptions or other rights	s 94,500 warran common shar August 26, 20	e at a price				e
Other compensatio	n⁵	Describe	e					
Total compensation pa	id 20,7	90.00						
⁴ Provide the aggregate value		ibuted as compensa	tion, <u>excluding</u> opti	ions, warrants	s or other rig			
additional securities of the issu rights exercisable to acquire a ⁵ Do not include deferred comp	dditional securities o		ecurities distributed	as compensa	ntion, <u>inclua</u>	ling options, wa	rrants or othei	r

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	Provide name of foreign public issuer									
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 subsic 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	he 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	Secondary given Business location of non-individual or residentail iurisdiction of (select all that apply)									
				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			to promo oth if app	moter oplicable)		
			Province or country 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	Lions Bay Mining Corp.								
Full legal name	Poirier								
	Family name	First given name	•	Secondary given names					
Title	Chief Executive Officer								
Telephone number	6047229842	Email address	jeremypo	oirier604@	gmail.c	com			
Signature	"Jeremy Poirier"	Date	2020	09	04				
			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	Burgess	Shanna			Title	Paralegal
	Family name	First given name	Secondary	given names		
Name of company	Bennett Jones LLP					
Telephone number	6048915329	E	mail address	burgesss@b	ennettjo	nes.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.