Form 45-106F1 Report of Exempt Distribution

A. General Instructions

1. Filing instructions

An issuer or underwriter that is required to file a report of exempt distribution and pay the applicable fee must file the report and pay the fee as follows:

- In British Columbia through BCSC eServices at http://www.bcsc.bc.ca.
- In Ontario through the online e-form available at http://www.osc.gov.on.ca.
- In all other jurisdictions through the System for Electronic Document Analysis and Retrieval (SEDAR) in accordance with National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR) if required, or otherwise with the securities regulatory authority or regulator, as applicable, in the applicable jurisdictions at the addresses listed at the end of this form.

The issuer or underwriter must file the report in a jurisdiction of Canada if the distribution occurs in the jurisdiction. If a distribution is made in more than one jurisdiction of Canada, the issuer or underwriter may satisfy its obligation to file the report by completing a single report identifying all purchasers, and file the report in each jurisdiction of Canada in which the distribution occurs. Filing fees payable in a particular jurisdiction are not affected by identifying all purchasers in a single report.

In order to determine the applicable fee in a particular jurisdiction of Canada, consult the securities legislation of that jurisdiction.

2. Issuers located outside of Canada

If an issuer located outside of Canada determines that a distribution has taken place in a jurisdiction of Canada, include information about purchasers resident in that jurisdiction only.

3. Multiple distributions

An issuer may use one report for multiple distributions occurring within 10 days of each other, provided the report is filed on or before the 10th day following the first distribution date. However, an investment fund issuer that is relying on the exemptions set out in subsection 6.2(2) of NI 45-106 may file the report annually in accordance with that subsection.

4. References to purchaser

References to a purchaser in this form are to the beneficial owner of the securities.

However, if a trust company, trust corporation, or registered adviser described in paragraph (p) or (q) of the definition of "accredited investor" in section 1.1 of NI 45-106 has purchased the securities on behalf of a fully managed account, provide information about the trust company, trust corporation or registered adviser only; do not include information about the beneficial owner of the fully managed account.

5. References to issuer

References to "issuer" in this form include an investment fund issuer and a non-investment fund issuer, unless otherwise specified.

6. Investment fund issuers

If the issuer is an investment fund, complete Items 1-3, 6-8, 10, 11 and Schedule 1 of this form.

7. Mortgage investment entities

If the issuer is a mortgage investment entity, complete all applicable items of this form other than Item 6.

8. Language

The report must be filed in English or in French. In Québec, the issuer or underwriter must comply with linguistic rights and obligations prescribed by Québec law.

9. Currency

All dollar amounts in the report must be in Canadian dollars. If the distribution was made or any compensation was paid in connection with the distribution in a foreign currency, convert the currency to Canadian dollars using the daily noon exchange rate of the Bank of Canada on the distribution date. If the distribution date occurs on a date when the daily noon exchange rate of the Bank of Canada is not available, convert the currency to Canadian dollars using the most recent closing exchange rate of the Bank of Canada available before the distribution date. For investment funds in continuous distribution, convert the currency to Canadian dollars using the average daily noon exchange rate of the Bank of Canada for the distribution period covered by the report.

If the Bank of Canada no longer publishes a daily noon exchange rate and closing exchange rate, convert foreign currency using the daily single indicative exchange rate of the Bank of Canada in the same manner described in each of the three scenarios above.

If the distribution was not made in Canadian dollars, provide the foreign currency in Item 7(a) of the report.

10. Date of information in report

Unless otherwise indicated in this form, provide the information as of the distribution end date.

11. Date of formation

For the date of formation, provide the date on which the issuer was incorporated, continued or organized (formed). If the issuer resulted from an amalgamation, arrangement, merger or reorganization, provide the date of the most recent amalgamation, arrangement, merger or reorganization.

12. Security codes

Wherever this form requires disclosure of the type of security, use the following security codes:

| Security code | Security type |
|---------------|--|
| BND | Bonds |
| CER | Certificates (including pass-through certificates, trust certificates) |
| CMS | Common shares |
| CVD | Convertible debentures |
| CVN | Convertible notes |
| CVP | Convertible preferred shares |
| DEB | Debentures |
| FTS | Flow-through shares |
| FTU | Flow-through units |
| LPU | Limited partnership units |
| NOT | Notes (include all types of notes except convertible notes) |
| OPT | Options |
| PRS | Preferred shares |
| RTS | Rights |
| UBS | Units of bundled securities (such as a unit consisting of a common share and a warrant) |
| UNT | Units (exclude units of bundled securities, include trust units and mutual fund units) |
| WNT | Warrants |
| ОТН | Other securities not included above (if selected, provide details of security type in Item 7d) |

B. Terms used in the form

1. For the purposes of this form:

"designated foreign jurisdiction" means Australia, France, Germany, Hong Kong, Italy, Japan, Mexico, the Netherlands, New Zealand, Singapore, South Africa, Spain, Sweden, Switzerland or the United Kingdom of Great Britain and Northern Ireland;

"eligible foreign security" means a security offered primarily in a foreign jurisdiction as part of a distribution of securities in either of the following circumstances:

(a) the security is issued by an issuer

- (i) that is incorporated, formed or created under the laws of a foreign jurisdiction,
- (ii) that is not a reporting issuer in a jurisdiction of Canada,
- (iii) that has its head office outside of Canada, and
- (iv) that has a majority of the executive officers and a majority of the directors ordinarily resident outside of Canada;
- (b) the security is issued or guaranteed by the government of a foreign jurisdiction;

"foreign public issuer" means an issuer where any of the following apply:

- (a) the issuer has a class of securities registered under section 12 of the 1934 Act;
- (b) the issuer is required to file reports under section 15(d) of the 1934 Act;
- (c) the issuer is required to provide disclosure relating to the issuer and the trading in its securities to the public, to security holders of the issuer or to a regulatory authority and that disclosure is publicly available in a designated foreign jurisdiction;

"legal entity identifier" means a unique identification code assigned to the person

- (a) in accordance with the standards set by the Global Legal Entity Identifier System, or
- (b) that complies with the standards established by the Legal Entity Identifier Regulatory Oversight Committee for pre-legal entity identifiers;

"permitted client" has the same meaning as in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations;

"SEDAR profile" means a filer profile required under section 5.1 of National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR).

- **2.** For the purposes of this form, a person is connected with an issuer or an investment fund manager if either of the following applies:
 - (a) one of them is controlled by the other;
 - (b) each of them is controlled by the same person.

Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

| ITEM 1 – REPORT TYPE | Iтем 1 – Report Type | | | | | | | | | |
|---|--------------------------------|-----------------------------------|---|--|--|--|--|--|--|--|
| X 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. Investment fund issuer | | | | | | | | | | |
| X Issuer (other than an inve | estment fund) | | | | | | | | | |
| Underwriter | , | | | | | | | | | |
| | | | | | | | | | | |
| ITEM 3 – ISSUER NAME AN | ID OTHER IDENT | IFIERS | | | | | | | | |
| Provide the following information about | the issuer, or if the issuer i | is an investment fund, about ti | he fund. | | | | | | | |
| Full legal name | Flow Metals Corp. | | | | | | | | | |
| Previous full legal name | | | | | | | | | | |
| If the issuer's name changed in | the last 12 months, provi | ide most recent previous legal | name. | | | | | | | |
| Website | https://flowmetals.co | om/ (if ap | oplicable) | | | | | | | |
| If the issuer has a legal entity identifier, p | rovide below. Refer to Par | t B of the Instructions for the o | definition of "legal entity identifier". | | | | | | | |
| Legal entity identifier | | | | | | | | | | |
| ITEM 4 – UNDERWRITER II | NEODMATION | | | | | | | | | |
| | | s full logal name and firm Nat | ional Registration Database (NRD) number. | | | | | | | |
| Full legal name | , provide the underwriters | s fuit tegat name and firm Nat | tonat kegistration Database (NRD) number. | | | | | | | |
| _ | | 26 - P - H - N | | | | | | | | |
| Firm NRD number | | (if applicable) | | | | | | | | |
| If the underwriter does not have a firm N | RD number, provide the h | ead office contact information | n of the underwriter. | | | | | | | |
| Street address | | 1 | | | | | | | | |
| Municipality | | Province/State | | | | | | | | |
| Country | | Postal code/Zip code | | | | | | | | |
| Telephone number | | Website | (if applicable) | | | | | | | |

| Primary industry | ITEM 5 – ISSUER INFORMATION | | | | | | | | | |
|--|---|--|--|--|--|--|--|--|--|--|
| Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool. NAICS industry code go to Statistics Canada's NAICS industry search tool. NAICS industry, code go to Statistics Canada's NAICS industry search tool. NAICS industry, select the category that best describes the issuer so go 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 store of operations. Exploration | If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6. | | | | | | | | | |
| Activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool. NAICS industry code NAICS industry code 2 | a) Primary industry | | | | | | | | | |
| 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 cotegory that best describes the issuer's stage of operations. Exploration | activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool . | | | | | | | | | |
| mining industry. Select the category that best describes the issuer's stage of operations. X Exploration Development Production | NAICS industry code 2 1 2 2 2 0 | | | | | | | | | |
| Mortgages Real estate Commercial/business debt Consumer debt Private companies b) Number of employees: X 0 - 49 50 - 99 100 - 499 500 or more c) SEDAR profile number Does the issuer have a SEDAR profile? If yes, provide SEDAR profile number 0 0 0 3 3 3 1 2 If the issuer does not have a SEDAR profile complete Item 5(d) - (h). d) Head office address Street address Street address Street address Province/State Postal code/Zip code Country Postal code/Zip code Telephone number e) Date of formation and financial year-end Date of formation in an financial year-end Date of formation in any jurisdiction of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB MB MB NB NL NT NS NU ON PE QC SK YT g) Public listing status If the issuer is publicly listed, provide below (first 6 digits only) CUSIP number and cereived a listing, which excludes, for example, automated trading systems. | mining industry. Select the category that best describes the issuer's stage of operations. | | | | | | | | | |
| Number of employees: | | | | | | | | | | |
| c) SEDAR profile number Does the issuer have a SEDAR profile? No X Yes If yes, provide SEDAR profile number 0 0 0 3 3 3 1 2 If the issuer does not have a SEDAR profile complete Item 5(d) - (h). d) Head office address Street address Municipality Postal code/Zip code Country Telephone number e) Date of formation and financial year-end Date of formation Financial year-end Is the issuer a reporting issuer status If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB MB MB NB NL NT ST 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 and received a listing, which excludes, for example, automated trading systems. | b) Number of employees | | | | | | | | | |
| Does the issuer have a SEDAR profile? No X Yes If yes, provide SEDAR profile number 0 0 0 3 3 3 1 2 If the issuer does not have a SEDAR profile complete Item 5(d) – (h). d) Head office address Street address Municipality Postal code/Zip code Country Telephone number e) Date of formation and financial year-end Date of formation | Number of employees: $\boxed{X} 0 - 49 50 - 99 100 - 499 500 \text{ or more}$ | | | | | | | | | |
| If yes, provide SEDAR profile number 0 0 0 0 3 3 1 2 If the issuer does not have a SEDAR profile complete Item 5(d) – (h). d) Head office address Street address Street address Municipality Country Postal code/Zip code Country Telephone number e) Date of formation and financial year-end Date of formation issuer status Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB 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 names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems. | c) SEDAR profile number | | | | | | | | | |
| d) Head office address Street address | | | | | | | | | | |
| Street address Province/State Municipality Postal code/Zip code Telephone number e) Date of formation and financial year-end Date of formation Financial year-end Municipality Municipali | If the issuer does not have a SEDAR profile complete Item 5(d) – (h). | | | | | | | | | |
| Municipality Postal code/Zip code Telephone number e) Date of formation and financial year-end Date of formation Financial year-end MM DD f) Reporting issuer status Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB 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 distance of exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems. | d) Head office address | | | | | | | | | |
| e) Date of formation and financial year-end Date of formation | Street address Province/State | | | | | | | | | |
| e) Date of formation and financial year-end Date of formation | Municipality Postal code/Zip code | | | | | | | | | |
| Date of formation | Country Telephone number | | | | | | | | | |
| f) Reporting issuer status Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB 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 In the issuer has a customate of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems. | e) Date of formation and financial year-end | | | | | | | | | |
| Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB 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 Mich the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems. | | | | | | | | | | |
| If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB BBBBBBBBBBBBBBBBBBBBBBBBBBBBBBB | f) Reporting issuer status | | | | | | | | | |
| All AB 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 Such a | Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes | | | | | | | | | |
| If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems. | AII AB MB NB NL NT | | | | | | | | | |
| CUSIP number | g) Public listing status | | | | | | | | | |
| issuer has applied for and received a listing, which excludes, for example, automated trading systems. | | | | | | | | | | |
| Exchange hamos | | | | | | | | | | |
| h) Size of issuer's assets | h) Size of issuer's assets | | | | | | | | | |
| Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date. | 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 | | | | | | | |
| 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 | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| Country Postal code/Zip code | | | | | | | |
| Telephone number Website (if applicable) | | | | | | | |
| b) Type of investment fund | | | | | | | |
| Type of investment fund that most accurately identifies the issuer (select only one). Money market Equity Fixed income | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers | | | | | | | |
| Is a UCITs Fund ¹ | | | | | | | |
| ¹ Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow | | | | | | | |
| collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. | | | | | | | |
| c) Date of formation and financial year-end of the investment fund | | | | | | | |
| Date of formation | | | | | | | |
| 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 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 names of all exchanges on which its securities are listed. Include only the names of exchanges for which the investment fund has applied for and received a listing, which excludes, for example, automated trading systems. | | | | | | | |
| Exchange names | | | | | | | |
| f) Net asset value (NAV) of the investment fund | | | | | | | |
| Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$). | | | | | | | |
| \$0 to under \$5M \$5M to under \$25M \$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, which should 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 |
| aı | Cullellev |

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

X 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
 2022
 04
 06

 YYYY
 MM
 DD

 End date
 2022
 04
 06

 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 that take place in a jurisdiction of Canada on a per security basis. Refer to Part A 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 | \$ | |
|---|-----|---|------------------------------|-------------------------|------------------------------------|-----------|---------------|--------------|----------|
| | | | CUSIP number (if applicable) | Description of security | of security Number of securities S | | Highest price | Total amount | |
| C | , , | Μ | 8 | | Common shares | 2,342,855 | 0.035 | | \$82,000 |

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.

| | Security code | | ode | Underlying security code | | Exercise price (Canadian \$) | | Expiry date | Conversion | Describe other terms (if applicable) | | |
|--|---------------|--|-----|--------------------------|--|---------------------------------|---------|--------------|------------|--------------------------------------|--|--|
| | | | | | | Lowest | Highest | (YYYY-MM-DD) | ratio | , | | |
| | | | | | | | | | | | | |

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 purchasers | Total amount (Canadian \$) | | | | |
|---------------------|--|----------------------|----------------------------|--|--|--|--|
| ВС | NI 45-106 2.14 | 5 | 72,000 | | | | |
| YT | NI 45-106 2.14 | 2 | 10,000 | | | | |
| | Total dollar amount of securities distributed | | | | | | |
| | Total number of unique purchasers ² | 7 | | | | | |

²In 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 | | | | | | | |
|--|--|--|---|--|---|---------|--|--|--|--|--|
| | | | | | Canada and foreign jurisdiction wh | iere a | | | | | |
| | | | ompletes a distribution in a, state the province or ter | | ada, include net proceeds for that | | | | | | |
| jurisdiction of Canada | i only. For jui | isalctions within Canadi | a, state the province or ter | 1 | the country. | | | | | | |
| | | Province or cou | Net proceeds (Canadian \$) | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | Total net p | roceeds to the investr | nent 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. | | | | | | | | | | |
| · · · · · · · · · · · · · · · · · · · | | | nly in Saskatchewan | Ontario Québec I | New Brunswick and Nova Scoti | a | | | | | |
| , | | | • | | the table below by listing the offer | | | | | | |
| | | | | | ecurities regulatory authority or regu | | | | | | |
| • | ring materials | s listed in the table are re | equired to be filed with or | delivered to the Onto | ario Securities Commission (OSC), at | tach | | | | | |
| | | | t been previously filed wit | | | | | | | | |
| | | | | Previously filed | | | | | | | |
| | Descri | ption | Date of document or other material | with or delivered to | Date previously filed or delivered | | | | | | |
| | | | (YYYY-MM-DD) | regulator? (Y/N) | (YYYY-MM-DD) | | | | | | |
| 1. | | | | | | | | | | | |
| 2. | | | | | | | | | | | |
| 3. | | | | | | | | | | | |
| 3. | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| Iтем 8 – Сом | MPENSAT | ION INFORMATI | ON | | | | | | | | |
| | | ION INFORMATI | | roeth provides or wil | I provide any companyation in con- | vection | | | | | |
| Provide information f | or each perso | on (as defined in NI 45-1 | 06) to whom the issuer di | • • | provide, any compensation in conn | ection | | | | | |
| Provide information f with the distribution. | or each perso Complete ac | on (as defined in NI 45-1 Aditional copies of this | 06) to whom the issuer di | person was, or will | · · · · · · · · · · · · · · · · · · · | ection | | | | | |
| Provide information f with the distribution. Indicate whether any | or each perso Complete ac compensatio | on (as defined in NI 45-10 Iditional copies of this n was paid, or will be pa | 06) to whom the issuer di page if more than one id, in connection with the | person was, or will distribution. | · · · · · · · · · · · · · · · · · · · | ection | | | | | |
| Provide information f with the distribution. Indicate whether any X No | or each perso Complete ac compensatio Yes | on (as defined in NI 45-10 Iditional copies of this n was paid, or will be pa If yes, indi | 06) to whom the issuer di page if more than one id, in connection with the cate number of persons | person was, or will distribution. | · · · · · · · · · · · · · · · · · · · | ection | | | | | |
| Provide information f with the distribution. Indicate whether any X No a) Name of | Complete accompensation Yes person compensor | on (as defined in NI 45-1 dditional copies of this n was paid, or will be pa If yes, indi npensated and registr | 06) to whom the issuer di page if more than one id, in connection with the cate number of persons | person was, or will distribution. | · · · · · · · · · · · · · · · · · · · | ection | | | | | |
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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.

Relationship to issuer or investment fund manager

| Connected with the issuer or investment fun | d manager | | | | | |
|---|------------------------------|-------------------------------|--|--|---|---|
| Insider of the issuer (other than an investme | nt fund) | | | | | |
| Director or officer of the investment fund or i | nvestment f | und manage | r | | | |
| Employee of the issuer or investment fund m | nanager | | | | | |
| None of the above | | | | | | |
| d) Compensation details | | | | | | |
| Provide details of all compensation paid, or to be paid, to t in Canadian dollars. Include cash commissions, securities-be services incidental to the distribution, such as clerical, print report on, internal allocation arrangements with the direct Cash commissions paid | pased compe ing, legal or | ensation, gifts accounting | , discounts or services. An is of a non-indi | r other co ssuer is n lividual c | ompensation. Do not required to as compensated by t | not report payments for k for details about, or the issuer. |
| Value of all securities distributed as compensation ⁴ | Sec | curity codes | Security co | ode 1 | Security code 2 | Security code 3 |
| Describe terms of warrants, options or o | other rights | | | | | |
| Other compensation ⁵ | Describe | | | | | |
| Total compensation paid | | | | | | |
| Check box if the person will or may receive an | y deferred c | ompensation | (describe the | e terms | below) | |
| ⁴ Provide the aggregate value of all securities distributed as compensational indicate the security codes for all securities distributed as compensation not include deferred compensation. | | | | | | |
| | | | | | | |
| TEM 9 – DIRECTORS, EXECUTIVE OFFICERS | AND PR | OMOTERS | OF THE IS | SSUER | | |
| If the issuer is an investment fund, do not complete It | em 9. Proce | ed to Item 1 | 0. | | | |
| Indicate whether the issuer is any of the following (select a | ll that apply |). | | | | |
| X Reporting issuer in any jurisdiction of Canada | | | | | | |
| Foreign public issuer | | | | | | |
| Wholly owned subsidiary of a reporting issuer in a | any jurisdict | ion of Canad | a ⁶ | | | |
| Provide name of reporting issuer | 6 | | | | | |
| Wholly owned subsidiary of a foreign public issue Provide name of foreign public issuer | er° | | | | | |
| Issuer distributing eligible foreign securities only | to pormitted | clionts ⁷ | | | | |
| | · | | | | | |
| If the issuer is at least one of the above, do not comple ⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a fore law to be owned by its directors, are beneficially owned by the reporti | ign public issu | er if all of the is | suer's outstandi | ing voting | securities, other tha | ın securities that are required by |
| ⁷ Check this box if it applies to the current distribution even if the issue of "eligible foreign security" and "permitted client" in Part B(1) of the In | , | us distributions | of other types o | of securitie | es to non-permitted o | clients. Refer to the definitions |
| If the issuer is none of the above, check this bo | x and com | plete Item 9 | (a) – (c). | | | |

| a) Directors, executive officers and promoters of t | 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 location of non-individual or residential jurisdiction of individual | Relationship to issuer (select all that apply) | | | |
|------------------------------|-------------|------------------|-----------------------|---|---|---|---|--|
| | | | | Province or country | D | 0 | Р | |
| | | | | | | | | |
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b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

| Organization or company name | Family name | First given name | Secondary given names | Residential jurisdiction of individual | Relationship to promoter (select one or both if applicable) | |
|------------------------------|-------------|------------------|-----------------------------|--|---|---|
| | | | | Province or country | D | 0 |
| | | | | | | |
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| | | | | | | |

c) Residential address of each individual

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

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director 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 not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details 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.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

604-687-2038

| Full legal name | Sheldon | Scott | | | | |
|--|------------------------|------------------|--------------------|-----------------------|----|--|
| | Family name | First given name | | Secondary given names | | |
| Title | Director and President | | | | | |
| Name of issuer/underwriter/ investment fund manager | Flow Metals Corp. | | | | | |
| Telephone number | 604- 725-1857 | Email address | scott@surgenia.com | | | |
| Signature | "Scott Sheldon" | Date 2022 04 | | 06 | | |
| | | | YYYY | MM | DD | |

| 1 40 | | . 🖪 |
|--------|-------|----------|
| ITFM I | NTACT | · Person |

Telephone number

| 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 | Zhao | Rebecca | | Title | Paralegal | | |
| · | Family name | First given name | Secondary given names | • | | | |
| Name of company | Partum Advisory Sen | vices Corp | | | | | |

Notice - Collection and use of personal information

Email address

rzhao@partumadvisory.com

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 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.

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)

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

The information in this schedule 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.

a) General information (provide only once)

- 1. Name of issuer
- 2. Certification date (YYYY-MM-DD)

Provide the following information for each purchaser that participated in the distribution. For each purchaser, create separate entries for each distribution date, security type and exemption relied on for the distribution.

b) Legal name of purchaser

- 1. Family name
- 2. First given name
- 3. Secondary given names
- 4. Full legal name of non-individual (if applicable)

c) Contact information of purchaser

- 1. Residential street address
- 2. Municipality
- 3. Province/State
- 4. Postal code/Zip code
- 5. Country
- 6. Telephone number
- 7. Email address (if available)

d) Details of securities purchased

- 1. Date of distribution (YYYY-MM-DD)
- 2. Number of securities
- 3. Security code
- 4. Amount paid (Canadian \$)

e) Details of exemption relied on

- 1. Rule, section and subsection number
- 2. If relying on section 2.3 [Accredited investor] of NI 45-106, provide the paragraph number in the definition of "accredited investor" in section 1.1 of NI 45-106 that applies to the purchaser. (select only one)
- 3. If relying on section 2.5 [Family, friends and business associates] of NI 45-106, provide:
 - a. the paragraph number in subsection 2.5(1) that applies to the purchaser (select only one); and
 - b. if relying on paragraphs 2.5(1)(b) to (i), provide:
 - i. the name of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser. (Note: if Item 9(a) has been completed, the name of the director, executive officer or control person must be consistent with the name provided in Item 9 and Schedule 2.)
 - ii. the position of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser.
- 4. If relying on subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) [Offering memorandum] of NI 45-106 and the purchaser is an eligible investor, provide the paragraph number in the definition of "eligible investor" in section 1.1 of NI 45-106 that applies to the purchaser. (select only one)

f) Other information

- 1. Is the purchaser a registrant? (Y/N)
- 2. Is the purchaser an insider of the issuer? (Y/N) (not applicable if the issuer is an investment fund)
- 3. Full legal name of person compensated for distribution to purchaser. If the person compensated is a registered firm, provide the firm NRD number only. (Note: the name must be consistent with name of the person compensated as provided in Item 8.)

INSTRUCTIONS FOR SCHEDULE 1

Any securities issued as payment for commissions or finder's fees must be disclosed in Item 8 of the report, not in Schedule 1.

Details of exemption relied on – When identifying the exemption the issuer relied on for the distribution to each purchaser, refer to the rule, statute or instrument in which the exemption is provided and identify the specific section and, if applicable, subsection or paragraph. For example, if the issuer is relying on an exemption in a National Instrument, refer to the number of the National Instrument, and the subsection or paragraph number of the specific provision. If the issuer is relying on an exemption in a local blanket order, refer to the blanket order by number.

For exemptions that require the purchaser to meet certain characteristics, such as the exemption in section 2.3 [Accredited investor], section 2.5 [Family, friends and business associates] or subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) [Offering memorandum] of NI 45-106, provide the specific paragraph in the definition of those terms that applies to each purchaser.

Reports filed under paragraph 6.1(1)(j) [TSX Venture Exchange offering] of NI 45-106 – For reports filed under paragraph 6.1(1)(j) [TSX Venture Exchange offering] of NI 45-106, Schedule 1 needs to list the total number of purchasers by jurisdiction only, and is not required to include the name, residential address, telephone number or email address of the purchasers.

SCHEDULE 2 TO FORM 45-106F1 (CONFIDENTIAL DIRECTOR, EXECUTIVE OFFICER, PROMOTER AND CONTROL PERSON INFORMATION)

Schedule 2 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.

Complete the following only if Item 9(a) is required to be completed. This schedule also requires information to be provided about control persons of the issuer at the time of the distribution.

The information in this schedule 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.

a) General information (provide only once)

- 1. Name of issuer
- 2. Certification date (YYYY-MM-DD)

b) Business contact information of Chief Executive Officer (if not provided in Item 10 or 11 of report)

- 1. Email address
- 2. Telephone number

c) Residential address of directors, executive officers, promoters and control persons of the issuer

Provide the following information for each individual who is a director, executive officer, promoter or control person of the issuer at the time of the distribution. If the promoter or control person is not an individual, provide the following information for each director and executive officer of the promoter and control person. (Note: names of directors, executive officers and promoters must be consistent with the information in Item 9 of the report, if required to be provided.)

- 1. Family name
- 2. First given name
- 3. Secondary given names
- 4. Residential street address
- 5. Municipality
- 6. Province/State
- 7. Postal code/Zip code
- 8. Country
- 9. Indicate whether the individual is a control person, or a director and/or executive officer of a control person (*if applicable*)

d) Non-individual control persons (if applicable)

If the control person is not an individual, provide the following information. For locations within Canada, state the province or territory, otherwise state the country.

- 1. Organization or company name
- 2. Province or country of business location

Questions:

Refer any questions to:

Alberta Securities Commission

Suite 600, 250 - 5th Street SW Calgary, Alberta T2P 0R4 Telephone: (403) 297-6454

Toll free in Canada: 1-877-355-0585

Facsimile: (403) 297-2082

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2

Inquiries: (604) 899-6854

Toll free in Canada: 1-800-373-6393

Facsimile: (604) 899-6581 Email: inquiries@bcsc.bc.ca

The Manitoba Securities Commission

500 - 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: (204) 945-2548

Toll free in Manitoba 1-800-655-5244

Facsimile: (204) 945-0330

Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Telephone: (506) 658-3060 Toll free in Canada: 1-866-933-2222

Facsimile: (506) 658-3059 Email: info@fcnb.ca

Government of Newfoundland and Labrador Financial Services Regulation Division

P.O. Box 8700

Confederation Building 2nd Floor, West Block Prince Philip Drive

St. John's, Newfoundland and Labrador A1B 4J6

Attention: Director of Securities Telephone: (709) 729-4189 Facsimile: (709) 729-6187

Government of the Northwest Territories Office of the Superintendent of Securities

P.O. Box 1320

Yellowknife, Northwest Territories X1A 2L9

Attention: Deputy Superintendent, Legal & Enforcement

Telephone: (867) 920-8984 Facsimile: (867) 873-0243

Nova Scotia Securities Commission

Suite 400, 5251 Duke Street **Duke Tower**

P.O. Box 458

Halifax, Nova Scotia B3J 2P8 Telephone: (902) 424-7768 Facsimile: (902) 424-4625

Government of Nunavut Department of Justice

Legal Registries Division P.O. Box 1000, Station 570 1st Floor, Brown Building Iqaluit, Nunavut X0A 0H0 Telephone: (867) 975-6590 Facsimile: (867) 975-6594

Ontario Securities Commission

20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: (416) 593-8314 Toll free in Canada: 1-877-785-1555

Facsimile: (416) 593-8122

Email: exemptmarketfilings@osc.gov.on.ca

Public official contact regarding indirect collection of information:

Inquiries Officer

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building

P.O. Box 2000

Charlottetown, Prince Edward Island C1A 7N8

Telephone: (902) 368-4569 Facsimile: (902) 368-5283

Autorité des marchés financiers

800, Square Victoria, 22e étage C.P. 246, Tour de la Bourse Montréal, Québec H4Z 1G3

Telephone: (514) 395-0337 or 1-877-525-0337 Facsimile: (514) 873-6155 (For filing purposes only) Facsimile: (514) 864-6381 (For privacy requests only)

Email: financementdessocietes@lautorite.gc.ca (For corporate finance issuers); fonds dinvestissement@lautorite.qc.ca (For

investment fund issuers)

Financial and Consumer Affairs Authority of Saskatchewan

Suite 601 - 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: (306) 787-5879 Facsimile: (306) 787-5899

Government of Yukon Department of Community Services

Law Centre, 3rd Floor 2130 Second Avenue Whitehorse, Yukon Y1A 5H6 Telephone: (867) 667-5314 Facsimile: (867) 393-6251