Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

ITEM 1 – REPORT TYPE										
TEM 1 - REFORT THE										
✓ New report										
Amended report If amended, provid	Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-									
ITEM 2 - PARTY CERTIFYING 1	HE REPORT									
Indicate the party certifying the report (see National Instrument 81-106 Investment F Issuer (Other than an investment fund)										
ITEM 3 – ISSUER NAME AND O	THER IDENTIFIERS									
TEM 9 1900ER NAME AND 0	THER IDENTIFIERS									
Provide the following information about to	ne issuer, or if the issuer is an i	nvestment fund, about the fund.								
Full legal name FenixOro Gold Corp.										
Previous full legal name If the issuer's na	ime changed in the last 12 mor	oths provide most recent previous	legal name							
r revious full legal flame in the issuer's ha	ine changed in the last 12 mon	iins, provide most recent previous	egal name.							
Website (if applicable)										
vvessite (ii applicasie)										
If the issuer has a legal entity identifier, p	rovide below. Refer to Part B o	f the Instructions for the definition	of "legal entity identifier".							
Legal entity identifier										
Did two or more co-issuers distribute a si	□ ngle security?									
	· , — —	(-) -f (b((-) - (b (b	and the terror property to be a							
If two or more issuers distributed a single Full legal name(s) of co-issuer(s)	security, provide the full legal h	ame(s) of the co-issuer(s) other th	an the issuer named above.							
an logal Hamo(o) of or local (o)										
ITEM 4 LINDERWRITER INFO	DMATION									
ITEM 4 – UNDERWRITER INFO	RMATION									
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm NRD number.								
Full legal name										
Does the Underwriter's Firm have an NRD	Number? Firm NRD n	number								
If the underwriter does not have a firm NI	If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.									
Street address	Municipality	Province/State	Postal/ZIP code							
Country	Telephone number	Website (if applicable)								

ITEM 5 – ISSUER INFORMATION								
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								
212299								
	ate the stage of operations. This does not apply to issubest describes the issuer's stage of operations.	uers that provide services to issuers operating in						
	or substantially all of its assets in any of the following: al/business debtConsumer debtPrivate compar							
b) Number of employees								
✓0 - 49 □50 - 99 □100 - 499 □500 or r	more							
c) SEDAR profile number								
	screenshot	r's SEDAR profile is a "private" profile, please provide a of the issuer's profile by e-mail to ketfilings@osc.gov.on.ca						
d) Head office address	If the issuer does	not have a SEDAR profile, complete Item 5(d) – (h).						
Street address N	Municipality Province/State	Postal/ZIP code						
Country	Telephone number							
e) Date of formation and financial year-e	end							
	Financial year-end							
- Date of formation	manual year end							
f) Reporting issuer status								
Is the issuer a reporting issuer in any jurisdict. ☐ No ☐ Yes	tion of Canada?							
If yes, select the jurisdictions of Canada in wh	hich the issuer is a reporting issuer.							
AII AB BC MB	NB NL NT							
NS NU ON PE	QCSKYT							
g) Public listing status								
Does the issuer have a CUSIP number? C	CUSIP number (provide first 6 digits only)							
If the issuer is publicly listed, provide the nam exchange and not a trading facility such as, for	me of the exchange on which the issuer's equity securit for example, an automated trading system.	ties primarily trade. Provide only the name of an						
Exchange name: Not Applicable Toronto	to Stock Exchange TSX Venture Exchange	Canadian Securities Exchange						
Aequitas Neo Exchange Austral	alian Securities Exchange 🗌 Deutsche Boerse	Euronext						
☐ London Stock Exchange ☐ Nasdac	q New York Stock Exchang	ge Shanghai Stock Exchange						
Shenzhen Stock Exchange Stock E	Exchange Of Hong Kong Tokyo Stock Exchange	OTHER						
If other, describe:								
h) Size of issuer's assets								
Select the size of the issuer's assets based o	on its most recently available annual financial stateme	nts (Canadian \$). If the issuer has not prepared annual						
financial statements for its first financial year,	r, provide the size of the issuer's assets at the distributed under \$25M \qquad \qquad \$25M to under \$100M	· · ·						
\$100M to under \$500M\$500M	∕ to under \$1B							

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 dis	sciosed in item 8. The information provided in item 7 must reconcile with the information provided in Schedule 1 of the repor
a) Currency	
•	cies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.
b) Distribution date(s)	
	d end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution d dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for d by the report.
Start Date	End Date
2021-12-08	2021-12-08

c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

Schedule 1 - 45-106F1 - re December 2021 Private Placement (00532252xDC266).XLSX - 92 KB

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 \$			
Security code	CUSIP number	Number of securities	Single or lowest price	Highest price	Total amount		
UBS		7,686,821.0000	0.3100		2,382,914.5000		
Description of security: Each Unit consists of one common share of the Issuer and one common share purchase warrant.							

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.

Not Applicable

Convertible / exchangeable	Underlying security	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
security code	code	Lowest	Highest	(1111-10101-00)	
WNT	CMS	0.3400		2023-12-08	1:1
Describe other					_

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 of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on		Total amount (Canadian \$)				
Alberta	NI 45-106 2.3 [Accredited investor]	1	31,000.0000				
British Columbia	NI 45-106 2.3 [Accredited investor]	8	502,975.0000				
Ontario	NI 45-106 2.3 [Accredited investor]	12	565,000.0000				
Quebec	NI 45-106 2.3 [Accredited investor]	1	15,500.0000				
Mexico	NI 45-106 2.3 [Accredited investor]	1	100,750.0000				
Panama	NI 45-106 2.3 [Accredited investor]	2	83,700.0000				
United States	Other – describe	6	1,083,989.5000				
Other exemption: US Accredited Investor							

other exemption. Of Accredited Investor	
Total dollar amount of securities distributed	2,382,914.5000
Total number of unique purchasers ^{2b} 31	

^{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.

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

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.

√ Not Applicable

	Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.			\square Y \square N		

ITEM 8 - COMPENSATION	N INFORMATIO	ON							
Provide information for each pers connection with the distribution.	•	•			• •				
Indicate whether any compensation ☐ No ☑ Yes	on was paid, or will	be paid, in connection	n with the dis	tribution.					
PERSON 1									
a) Name of person compensat	ted and registratio	n status							
Indicate whether the person com	pensated is a regist	trant.							
If the person compensated is an individual, provide the full legal name of the individual. Family name First given name Secondary given names									
If the person compensated is not Full legal name of non-individual	an individual, provi	de the following inforn	nation.	Firm NRD number (if a	annlicable)				
Haywood Securities Inc.				1630	аррисавіе)				
Indicate whether the person com	pensated facilitated	the distribution through	ah a funding	∟ portal or an internet-ba	sed portal.				
✓No Yes			,						
b) Business contact information	on								
If a firm NRD number is not provi	ided in Item 8(a), pr	ovide the business co	ontact informa	ation of the person beir	ng compensated.				
Street address	Municipa	ality	Province/Sta	te	Postal/ZIP code				
Country	Telephoi	ne number	Email addres	3S					
c) Relationship to issuer or in	vestment fund ma	nager							
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or in	the meaning of "cor	ntrol" in section 1.4 of	NI 45-106 fo		pleting this section.				
Insider of the issuer (other tha	n an investment fun	d)	✓ None	e of the above					
Director or officer of the invest	ment fund or investr	ment fund manager							
d) Compensation details									
Provide details of all compensation Canadian dollars. Include cash for services incidental to the distraction or report on, internal allocations.	h commissions, sec ribution, such as cle	urities-based compen erical, printing, legal o	nsation, gifts, or accounting	discounts or other com services. An issuer is	npensation. Do not not required to ask	t report payment k for details			
Cash commissions paid	13,857.0000								
Value of all securities	0.0000	Security code1 WN	Γ Sec	curity code2	Security code	3			
distributed as compensation 4		Describe terms of wa	arrants, option	ns or other rights					
,				titling the holder to acq iry date of December 3		share at an			
Other compensation ⁵		Describe					<u></u>		
Total compensation Paid	13,857.0000								
Check box if the person will o	or may receive any o	deferred compensation	n (describe th	e terms below)					

to acquire additional securities of ⁵ Do not include deferred compen	the issuer.	or an occurred distri	batea as com	pendulon, moldang of	stione, warrante or other n	grito exercisable
PERSON 2						
a) Name of person compensat	ed and registration	on status				
Indicate whether the person comp	pensated is a regist	trant.				
If the person compensated is an i	•	the full legal name of the name		dary given names		
If the management of the mate		de de fallendes info				
If the person compensated is not Full legal name of non-individual	an maividuai, provi	ae trie ioliowing iniori	паиоп.	Firm NRD number (if	applicable)	
PI Financial Corp.				5290		
Indicate whether the person comp	pensated facilitated	the distribution throu	gh a funding _l	portal or an internet-ba	sed portal.	
b) Business contact information	on					
If a firm NRD number is not provi	ded in Item 8(a), pi	rovide the business c	ontact informa	ation of the person bei	ng compensated.	
Street address	Municip	ality	Province/Sta	ite	Postal/ZIP code	
Country	Telepho	ne number	Email addres	SS		
c) Relationship to issuer or in	vestment fund ma	ınager				
Indicate the person's relationship Part B(2) of the Instructions and to Connected with the issuer or ir Insider of the issuer (other than Director or officer of the investr	the meaning of "convestment fund man	ntrol" in section 1.4 of nager d)	f NI 45-106 fo	r the purposes of comp		in
d) Compensation details						
Provide details of all compensation in Canadian dollars. Include cash for services incidental to the distrabout, or report on, internal allocations.	commissions, sec	urities-based comper erical, printing, legal o	nsation, gifts, or accounting	discounts or other con services. An issuer is	npensation. Do not report p not required to ask for deta	payments ails
Cash commissions paid	3,720.0000					
Value of all securities distributed as compensation ⁴	0.0000		arrants, option	titling the holder to acq	Security code3	an
		exercise price of 0.3	4 with an exp	iry date of December 3	3, 2023.	
Other compensation ⁵		Describe				
Total compensation Paid	3,720.0000					
Check box if the person will o	r may receive any o	deferred compensatio	n (describe th	ne terms below)		
⁴ Provide the aggregate value of a						
securities of the issuer. Indicate t to acquire additional securities of		or all securities distri	buted as com	pensation, including of	οτιons, warrants or other ri	gnts exercisable

 $^{5}\,\mathrm{Do}$ not include deferred compensation.

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional

a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. No le ✓ Yes If the person compensated is an individual, provide the full logal name of the individual. Family name First given name Secondary given names Secondary given names Secondary given names Firm NRD number (if applicable) Leede Jones Gabie Inc. Indicate whether the person compensated is and individual, provide the following information. Firm NRD number (if applicable) Leede Jones Gabie Inc. Indicate whether the person compensated facilitated the distribution through a funding portal or an intermet-based portal. If it is min NRD number is not provided in item 8(a), provide the business contact information of the person being compensated. Street address Municipality Province/State Postat/ZIP code Country Telephone number Email address Postat/ZIP code Part 8(2) of the Instructions and the meaning of "connor" in section 1-4 of N 4-5-105 for the purposes of completing this section. Connocted with the issuer of investment fund manager Indicate the person's relationship with the issuer or investment fund manager Indicate the person's relationship with the issuer fund investment fund manager Indicate the person's relationship with the issuer of investment fund manager Indicate the person's relationship with the issuer of investment fund manager Indicate the person's relationship with the issuer of investment fund manager Indicate the person's relationship with the investment fund manager Indicate the person's relationship with the investment fund manager Indicate the person's relationship with the investment fund manager Indicate the person's relationship with the investment fund manager Indicate the person's relationship with the investment fund manager Indicate the person's relationship with the investment fund manager Indicate the person's relationship with the investment fund manager Indicate the person's relationship with the investment fund manager Indicate	⁵ Do not include deferred compen	sation.						
Indicate whether the person compensated is a registrant. No Yes	PERSON 3							
The person compensated is an individual, provide the full legal name of the individual.	a) Name of person compensat	ed and registrati	on status					
First given name First given name Secondary given names		pensated is a regis	strant.					
the person compensated is not an individual, provide the following information. Firm NRD number (if applicable) Leade Jones Gable Inc	·	•	-					
utilegal name of non-individual Firm NRD number (if applicable)	amily name	First giv	ven name	S	econdary given na	mes		
Firm NRD number (if applicable)								
neede Jones Gable Inc.	f the person compensated is not	an individual, prov	ride the following inf	ormation.				
Discription Security Discription Dis	ull legal name of non-individual				Firm NRD n	umber (if app	licable)	
b) Business contact information If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Intreet address	eede Jones Gable Inc.				5770			
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Breet address		pensated facilitated	d the distribution thr	ough a fun	ding portal or an ir	nternet-based	l portal.	
Country Email address Postal/ZIP code	b) Business contact information	on						
Country Telephone number Email address Colorationship 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 'connected' in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager d) Compensation details Provide details of all compensation paid, or to be paid, to the person identified in Item B(a) in connection with the distribution. Provide all amounts or candian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments or services incidental to the distribution, such as clerical, printing, legal or accounting services. An Issuer is not required to ask for details blout, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid 6,975,0000 Value of all securities Describe terms of warrants, options or other rights 22,500 Broker Warrants, each entitling the holder to acquire one common share at an exercise price of 0.34 with an expiry date of December 3, 2023. Other compensation Paid Other compensation Paid Check box if the person will or may receive any deferred compensation, excluding options, warrants or other rights exercisable to acquire additive exercisable to acquire additive exercisable to acquire additive exercisable to the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additive exercisable to the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to the rights exercisable	f a firm NRD number is not provi	ided in Item 8(a), p	provide the business	contact in	formation of the p	erson being d	compensated.	
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 12(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager d) Compensation details Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts or 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 6,975.0000 Value of all securities 0,0000 Security code1 WNT Security code2 Security code3 Describe terms of warrants, each entitling the holder to acquire one common share at an exercise price of 0.34 with an expiry date of December 3, 2023. Other compensation Paid 6,975.0000 Check box if the person will or may receive any deferred compensation (describe the terms below)	Street address	Municip	ality	Provinc	e/State	Pos	stal/ZIP code	
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 R(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager d) Compensation details Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments or services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details bout, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid 6,975.0000 Value of all securities 0.0000 Security code1 WNT Security code2 Security code3 Describe terms of warrants, each entitling the holder to acquire one common share at an exercise price of 0.34 with an expiry date of December 3, 2023. Other compensation Paid 6,975.0000 Check box if the person will or may receive any deferred compensation (describe the terms below) Provide the aggregate value of all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additector of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additector of the issuer.								
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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. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager d) Compensation details Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts or 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 Gash commissions paid 6,975.0000 Value of all securities distributed as compensation Paid 6,975.0000 Describe Total compensation Paid 6,975.0000 Check box if the person will or may receive any deferred compensation, (describe the terms below) Provide the aggregate value of all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additing exercities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additing exercities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additing exercities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additing exercities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to a	,							
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Provide the aggregate value of all securities and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Employee of the issuer or investment fund manager Insider of the issuer (other than an investment fund or investment fund manager Director or officer of the investment fund or investment fund manager One of the above	c) Relationship to issuer or in	vestment fund m	anager					
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 on 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 6,975.0000 Value of all securities 0.0000 Security code1 WNT Security code2 Security code3 Describe terms of warrants, options or other rights 22,500 Broker Warrants, each entitling the holder to acquire one common share at an exercise price of 0.34 with an expiry date of December 3, 2023. Other compensation Paid 6,975.0000 Check box if the person will or may receive any deferred compensation (describe the terms below)	Director or officer of the investr	ment fund or invest	ment fund manager					
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 6,975.0000	d) Compensation details							
Value of all securities distributed as compensation 4 Describe terms of warrants, options or other rights 22,500 Broker Warrants, each entitling the holder to acquire one common share at an exercise price of 0.34 with an expiry date of December 3, 2023. Other compensation Paid 6,975.0000 Check box if the person will or may receive any deferred compensation (describe the terms below) Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additing securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additing options, warrants or other rights exercisable to acquire additing options, warrants or other rights exercisable to acquire additing options, warrants or other rights exercisable to acquire additing options, warrants or other rights exercisable to acquire additing options, warrants or other rights exercisable to acquire additing options, warrants or other rights exercisable to acquire additing options, warrants or other rights exercisable to acquire additing options, warrants or other rights exercisable to acquire additing options.	in Canadian dollars. Include cash for services incidental to the distr	n commissions, sec ribution, such as c	curities-based comp lerical, printing, lega	ensation, al or accou	gifts, discounts or nting services. An	other comperissuer is not	nsation. Do not r required to ask	eport payments for details
distributed as compensation distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional distributed as compensation, including options, warrants or other rights exercisable to acquire additional distributed as compensation, including options, warrants or other rights exercisable to acquire additional distributed as compensation, including options, warrants or other rights exercisable to acquire additional distributed as compensation, including options, warrants or other rights exercisable to acquire additional distributed as compensation, including options, warrants or other rights exercisable to acquire additional distributed as compensation, including options, warrants or other rights exercisable to acquire additional distributed as compensation, including options, warrants or other rights exercisable to acquire additional distributed as compensation, including options, warrants or other rights exercisable to acquire additional distributed as compensation, including options, warrants or other rights exercisable to acquire additional distributed as compensation, including options, warrants or other rights exercisable to acquire additional distributed as compensation, including options, warrants or other rights exercisable to acquire additional distributed as compensation.	✓ Cash commissions paid	6,975.0000						
Describe terms of warrants, options or other rights 22,500 Broker Warrants, each entitling the holder to acquire one common share at an exercise price of 0.34 with an expiry date of December 3, 2023. Other compensation Paid 6,975.0000 Check box if the person will or may receive any deferred compensation (describe the terms below) Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire addit securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire addit securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additing the contributed as compensation, including options, warrants or other rights exercisable.	Value of all securities	0.0000	Security code1 W	/NT	Security code2		Security code3	
22,500 Broker Warrants, each entitling the holder to acquire one common share at an exercise price of 0.34 with an expiry date of December 3, 2023. Other compensation Paid 6,975.0000 Check box if the person will or may receive any deferred compensation (describe the terms below) Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additecurities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additecurities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable.	distributed as		4 . –			ghts	,	
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Total compensation Paid 6,975.0000 Check box if the person will or may receive any deferred compensation (describe the terms below) Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercises.			1		•	•		iaro ar arr
Check box if the person will or may receive any deferred compensation (describe the terms below) Frovide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercise.	Other compensation ⁵		Describe					
Check box if the person will or may receive any deferred compensation (describe the terms below) Frovide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercise.								
Check box if the person will or may receive any deferred compensation (describe the terms below) A Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercise.								
Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire addit securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exerc	Total compensation Paid	6,975.0000						
securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exerc	Check box if the person will o	r may receive any	deferred compensa	tion (descr	be the terms below	w)		
securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exerc								
securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exerc								
securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exerc	Provide the aggregate value of a	all securities distrit	outed as compensat	ion, exclud	ling options. warra	nts or other n	ights exercisable	to acquire addition
	securities of the issuer. Indicate t	the security codes			-			
Do not include deferred compensation.	•							

PERSON 4

Indicate whether the person com ☐ No ☑ Yes	pensated is a regis	trant.						
If the person compensated is an	individual, provide t	the full legal name of	the individua	I.				
Family name	First giv	en name	Secor	ndary given nan	nes	_		
If the person compensated is not Full legal name of non-individual	t an individual, provi	de the following infori	nation.	Firm NRD nu	ımber <i>(if app</i>	olicable)		
Canaccord Genuity Corp.				900				
Indicate whether the person com ✓ No ☐ Yes	pensated facilitated	the distribution throu	gh a funding	portal or an in	ternet-based	l portal.		
b) Business contact information	on							
If a firm NRD number is not prov	rided in Item 8(a), p	rovide the business c	ontact inforn	nation of the pe	erson being d	compensated.		
Street address	Municip	ality	Province/St	ate	Po	stal/ZIP code		
Country	Telepho	ne number	Email addr	ess				
c) Relationship to issuer or in	vestment fund ma	ınager						
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or i	the meaning of "coi	ntrol" in section 1.4 o	NI 45-106 f	or the purposes	s of complet			
Insider of the issuer (other tha	ın an investment fun	d)	✓ Nor	e of the above				
Director or officer of the invest	ment fund or investi	ment fund manager						
d) Compensation details								
Provide details of all compensati in Canadian dollars. Include cast for services incidental to the dist about, or report on, internal alloc	h commissions, sec tribution, such as cl	urities-based comper erical, printing, legal (nsation, gifts or accountin	, discounts or o g services. An i	other compe issuer is not	nsation. Do not i required to ask	report payme for details	
Cash commissions paid	6,510.0000							
Value of all securities	0.0000	Security code1 WN	T Se	ecurity code2		Security code3		
distributed as compensation ⁴		Describe terms of wa	arrants, option	ons or other rigl	hts			
·		21,000 Broker Warra exercise price of 0.3	,	U	•		hare at an	
Other compensation ⁵		Describe						
Total compensation Paid	6,510.0000							
Check box if the person will o	or may receive any	ı deferred compensatio	n (describe t	he terms below	v)			
⁴ Provide the aggregate value of securities of the issuer. Indicate to acquire additional securities o	the security codes in the issuer.							
⁵ Do not include deferred compe	ารสมิบิที.							
PERSON 5								
a) Name of person compensa								
Indicate whether the person com No ✓ Yes	iperisateu is a regis	uant.						
If the person compensated is an	individual, provide t	the full legal name of	the individua	I.				
Family name	First aiv	en name	Secor	ndary given nan	nes			

Fan	nily name	First give	en name	Se	condary given names			
If th	ne person compensated is not a	n individual. provi	de the followina inforn	nation.				
	legal name of non-individual	, ,	J		Firm NRD number (if applicable)		
	Private Wealth Inc.				15400			
	icate whether the person compe No	ensated facilitated	the distribution throug	gh a fund	ing portal or an internet-l	based portal.		
b)	Business contact information	1						
If a	firm NRD number is not provide	ed in Item 8(a) pr	avide the husiness of	ntact infe	ormation of the person h	oing compensated		
	eet address		Municipality		/State	Postal/ZIP code		
			,		Claro			
Col	ıntry	Telepho	Telephone number E		dress			
	and y	Тетерио	Telephone number		101000			
c)	Relationship to issuer or inve	estment fund ma	nager					
Par	icate the person's relationship v t B(2) of the Instructions and th Connected with the issuer or inv	e meaning of "cor restment fund mar	ntrol" in section 1.4 of nager	NI 45-10	6 for the purposes of cor Employee of the issuer or	mpleting this section).	
ШІ	nsider of the issuer (other than	an investment fun	d)	√ N	lone of the above			
	Director or officer of the investm	ent fund or investr	nent fund manager					
d)	Compensation details							
in C	vide details of all compensation Canadian dollars. Include cash of services incidental to the distribut, or report on, internal allocat	commissions, sec oution, such as cle	urities-based compen erical, printing, legal c	sation, g r accoun	ifts, discounts or other co ting services. An issuer i	ompensation. Do no is not required to as	t report paymen k for details	
✓	Cash commissions paid	23,669.0000						
	Value of all securities	0.0000	Security code1 WN	Γ	Security code2	Security code	3	
	distributed as compensation 4		Describe terms of wa					
					n entitling the holder to ac expiry date of December	•	snare at an	
	Other compensation ⁵		Describe					
	Total compensation Paid	23,669.0000	<u> </u>					
	Check box if the person will or	may receive any o	leferred compensation	n (describ	e the terms below)			
sec to a	ovide the aggregate value of al urities of the issuer. Indicate th acquire additional securities of to not include deferred compens	e security codes f he issuer.						
	·	ation.						
PE	RSON 6							
a)	Name of person compensate	d and registratio	n status					
	icate whether the person compo No $\c oldsymbol{J}$ Yes	ensated is a regist	rant.					
If th	ne person compensated is an in	dividual, provide t	he full legal name of t	he individ	lual.			
Fan	nily name	First give	en name	Se	condary given names			
If th	e person compensated is not a	n individual, provi	de the following inforn	nation.				
Full legal name of non-individual					Firm NRD number (if applicable)		

Raymond James Ltd.	8240						
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes							
b) Business contact information							
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.							
Street address	Municipality	Province/Sta	te	Postal/ZIP code			
Country	Talambana mumban	Fracil address					
Country	Telephone number	Email addres	SS				
c) Relationship to issuer or investment f	iund manager						
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Employee of the issuer or investment fund manager							
Insider of the issuer (other than an investred) Director or officer of the investment fund o	•	VINORE	of the above				
_	in investment fund manager						
d) Compensation details							
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.							
Cash commissions paid 7,44	40.0000						
Value of all securities distributed as compensation ⁴	Describe terms of wa	Security code1 WNT Security code2 Security code3 Describe terms of warrants, options or other rights 24,000 Broker Warrants, each entitling the holder to acquire one common share at an exercise price of 0.34 with an expiry date of December 3, 2023.					
Other compensation ⁵	Describe						
Total compensation Paid 7,44	10.0000						
Check box if the person will or may receive any deferred compensation (describe the terms below) 4 Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer. 5 Do not include deferred compensation.							

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER								
Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).								
Reporting	Reporting issuer in any jurisdiction of Canada							
☐ Foreign p	ublic issuer							
•	Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶ Provide name of reporting issuer							
Wholly ow	ned subsidiary of a foreign public issuer ⁶							
-	ame of foreign public issuer							
	tributing only eligible foreign securities and the	·	•					
⁶ An issue securities ⁷ Check th	If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. ⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.							
☐ If the iss	uer is none of the above, check this box an	d complete Item 9(a) – (c).						
a) Directors	, executive officers and promoters of the iss	suer						
	ollowing information for each director, executive rwise state the country. For "Relationship to iss			he province or				
Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)				
□Y □N				□D □O □P				
b) Promoter	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 name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)				
				□ D □ O				
c) Residential address of each individual								
Complete <u>Schedule 2</u> of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.								

ITEM 10 - CERTIFICATION

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

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

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

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

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

By completing the information below, I certify, on behalf of the issuer/underwriter, 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/agent FenixOro Gold Corp.						
Full legal name - Family name	First given na	ame		Secondary given names		
Carlesso	John					
Title		Telephone number Em		Email address		
President		4162546530 j		jcarlesso@fenixoro.com		
Signature "John Carlesso"		Date 2	2021-12-20			

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 - Family name First given name		Secondary given names		Title		
Helliwell Angela				Law Clerk		
Name of company	Telephone number Emai		address			
Chitiz Pathak LLP	416-644-9988	ahelli	well@chitizpathak.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 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.

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Submission ID	Date