# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9552867

ITEM 1 - REPORT TYPE				
✓ New report				
☐ Amended report If a	mended, provide filing date	of report that is being ame	ended	(YYYY-MM-DD)
ITEM 2 DARTY CERTIFYING	TUE DEPORT			
ITEM 2 - PARTY CERTIFYING				
Indicate the party certifying the report Instrument 81-106 Investment Fund C			vestment fund, refer to section	n 1.1 of National
☐ Investment fund issuer				
✓ Issuer (other than an in	vestment fund)			
Underwriter	,			
ITEM 3 - ISSUER NAME AND	OTHER IDENTIFIERS			
Provide the following information abou		vestment fund, about the fund.		
Full legal na	Leocor Gold Inc.			
Previous full legal na	Leocor Ventures Inc.			
If the issuer's name changed in	in the last 12 months, provide most i	recent previous legal name.		
Webs	site https://leocorgold.com/	(if applicabl	e)	
If the issuer has a legal entity identified	r, provide below. Refer to Part B of t	he Instructions for the definition	of "legal entity identifier".	
Legal entity identif	fier			
If two or more issuers distributed a sing	ngle security, provide the full legal no	ame(s) of the co-issuer(s) other th	an the issuer named above.	
Full legal name(s) of co-issue	er(s)	(if applicabl	e)	
ITEM 4 - UNDERWRITER INFO	DRMATION			
If an underwriter is completing the rep	port, provide the underwriter's full le	gal name and firm NRD number.		
Full legal name				
Firm NRD number		(if applicable)		
If the underwriter does not have a firm	n NRD number, provide the head off	ice contact information of the un	derwriter.	
Street address				
Municipality		Province/State		
Country		Postal code/Zip code		
Telephone number		Website		(if applicable)

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

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

☐ \$0 to under \$5M	☐ \$5M to under \$25M	☐ \$25M to under \$100M
\$100M to under \$500M	☐ \$500M to under \$1B	\$1B or over

ITEM 6 - INVESTMENT	FUND ISSUER INFORMATION
If the issuer is an inves	tment fund, provide the following information.
a) Investment fund ma	anager information
Full legal name	
Firm NRD number	(if applicable)
If the investment fund mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.
Street address	
Municipality	Province/State
Country	Postal code/Zip code
Telephone number	Website (if applicable)
b) Type of investment	fund
Type of investment fund tha	nt most accurately identifies the issuer (select only one) .
Money market	☐ Equity ☐ Fixed income ☐ Balanced
Alternative strateg	gies Cryptoasset Other (describe)
Indicate whether one or bot	h of the following apply to the investment fund .
Invests primarily in	n other investment fund issuers
☐ Is a UCITs Fund¹	
<sup>1</sup> Undertaking for the Collec (EU) directives that allow c	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
c) Date of formation a	and financial year-end of the investment fund
Date of forma	tion Financial year-end MM DD MM DD
d) Reporting issuer st	atus of the investment fund
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.
☐ AII ☐	AB BC MB NB NL NT
□ NS □	NU ON PE QC SK YT
e) Public listing status	s of the investment fund
If the investment fund has a	CUSIP number, provide below (first 6 digits only)
	CUSIP number
	blicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the not a trading facility such as, for example, an automated trading system.
Exchange on an exchange and h	
-	AV) of the investment fund
	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 \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation:  YYYY MM DD

# **ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION**

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

_ 1	<b>^</b>	
a	) Curr	ency

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

✓ Canadian dollar US dollar Euro Other (describe)

# b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start date 2021 07 13

YYYY MM DD

End date 2021 07 13

#### c) Detailed purchaser information

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

## d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

							Canadian \$	
	ecuri code	,	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
F	Т	U		Flow-Through Units. Each Flow- Through Unit consists of 1 common share and 1 warrant.	4,165,466.00	0.6000	0.6000	2,499,279.60
U	В	s		Units. Each Unit consists of 1 common share and 1 warrant.	17,023,999.00	0.5000	0.5000	8,511,999.50

### 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.

exc	nvertib hangea curity c	able		derlyir urity c	•		se price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
						Lowest	Highest			
W	N	Т	С	М	S	0.7500	0.7500	2023-07-13	1:1	
W	N	Т	С	М	S	0.7500	0.7500	2023-07-13	1:1	

# f) Summary of the distribution by jurisdiction and exemption

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

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

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

Province or country	Exemption relied on	Number of unique <sup>2</sup> purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	13	353,000.00
Aruba	NI 45-106 2.3 [Accredited investor]	1	12,500.00
Australia	NI 45-106 2.3 [Accredited investor]	9	188,500.00
Austria	NI 45-106 2.3 [Accredited investor]	1	10,000.00
British Columbia	Investment dealer- exemption (BC, AB, SK, MB, NB)	17	237,500.00

Bermuda	British Columbia	NI 45-106 2.3 [Accredited investor]	128	5,786,443.90
Brazil	Belgium	NI 45-106 2.3 [Accredited investor]	2	8,000.00
Cayman Islands         NI 45-106 2.3 [Accredited investor]         1         100,000.0           Chile         NI 45-106 2.3 [Accredited investor]         1         50,000.0           China         NI 45-106 2.3 [Accredited investor]         2         53,000.0           Colombia         NI 45-106 2.3 [Accredited investor]         1         100,000.0           Fiji         NI 45-106 2.3 [Accredited investor]         1         6,500.0           Germany         NI 45-106 2.3 [Accredited investor]         5         41,000.0           Greece         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Hong Kong         NI 45-106 2.3 [Accredited investor]         2         130,000.0           Ireland         NI 45-106 2.3 [Accredited investor]         1         30,000.0           Israel         NI 45-106 2.3 [Accredited investor]         1         75,000.0           Israel         NI 45-106 2.3 [Accredited investor]         1         75,000.0           Malaysia         NI 45-106 2.3 [Accredited investor]         1         80,000.0           Malta         NI 45-106 2.3 [Accredited investor]         2         83,000.0           Manitoba         NI 45-106 2.3 [Accredited investor]         1         120,000.0           Mongolia         NI 45-1	Bermuda	NI 45-106 2.3 [Accredited investor]	1	10,000.00
Chile         NI 45-106 2.3 [Accredited investor]         1         50,000.0           China         NI 45-106 2.3 [Accredited investor]         2         53,000.0           Colombia         NI 45-106 2.3 [Accredited investor]         1         100,000.0           Fiji         NI 45-106 2.3 [Accredited investor]         1         6,500.0           Germany         NI 45-106 2.3 [Accredited investor]         5         41,000.0           Greece         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Hong Kong         NI 45-106 2.3 [Accredited investor]         2         130,000.0           Ireland         NI 45-106 2.3 [Accredited investor]         1         30,000.0           Israel         NI 45-106 2.3 [Accredited investor]         1         75,000.0           Israel         NI 45-106 2.3 [Accredited investor]         1         75,000.0           Japan         NI 45-106 2.3 [Accredited investor]         1         75,000.0           Malaysia         NI 45-106 2.3 [Accredited investor]         2         10,000.0           Malta         NI 45-106 2.3 [Accredited investor]         2         83,000.0           Mexico         NI 45-106 2.3 [Accredited investor]         1         120,000.0           Mexico         NI 45-106 2.3 [Accred	Brazil	NI 45-106 2.3 [Accredited investor]	1	12,000.00
China         NI 45-106 2.3 [Accredited investor]         2         53,000.0           Colombia         NI 45-106 2.3 [Accredited investor]         1         100,000.0           Fiji         NI 45-106 2.3 [Accredited investor]         1         6,500.0           Germany         NI 45-106 2.3 [Accredited investor]         5         41,000.0           Greece         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Hong Kong         NI 45-106 2.3 [Accredited investor]         2         130,000.0           Ireland         NI 45-106 2.3 [Accredited investor]         1         30,000.0           Israel         NI 45-106 2.3 [Accredited investor]         1         50,000.0           Israel         NI 45-106 2.3 [Accredited investor]         1         75,000.0           Japan         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Malaysia         NI 45-106 2.3 [Accredited investor]         2         10,000.0           Malta         NI 45-106 2.3 [Accredited investor]         2         83,000.0           Mexico         NI 45-106 2.3 [Accredited investor]         2         83,000.0           Mongolia         NI 45-106 2.3 [Accredited investor]         2         15,000.0           New Zealand         NI 45-106 2.3 [	Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	100,000.00
Colombia	Chile	NI 45-106 2.3 [Accredited investor]	1	50,000.00
Fiji Ni 45-106 2.3 [Accredited investor]   1   6.500.0	China	NI 45-106 2.3 [Accredited investor]	2	53,000.00
Germany         NI 45-106 2.3 [Accredited investor]         5         41,000.0           Greece         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Hong Kong         NI 45-106 2.3 [Accredited investor]         2         130,000.0           Ireland         NI 45-106 2.3 [Accredited investor]         1         30,000.0           Israel         NI 45-106 2.3 [Accredited investor]         1         50,000.0           Italy         NI 45-106 2.3 [Accredited investor]         1         75,000.0           Japan         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Malaysia         NI 45-106 2.3 [Accredited investor]         2         10,000.0           Malta         NI 45-106 2.3 [Accredited investor]         1         8,000.0           Manitoba         NI 45-106 2.3 [Accredited investor]         2         83,000.0           Mexico         NI 45-106 2.3 [Accredited investor]         1         120,000.0           Mongolia         NI 45-106 2.3 [Accredited investor]         2         18,000.0           New Zealand         NI 45-106 2.3 [Accredited investor]         3         31,000.0           Ontario         NI 45-106 2.3 [Accredited investor]         23         293,599.2           Panama         NI 45-106	Colombia	NI 45-106 2.3 [Accredited investor]	1	100,000.00
Greece   NI 45-106 2.3 [Accredited investor]   1   5,000.0	Fiji	NI 45-106 2.3 [Accredited investor]	1	6,500.00
Hong Kong	Germany	NI 45-106 2.3 [Accredited investor]	5	41,000.00
Ireland	Greece	NI 45-106 2.3 [Accredited investor]	1	5,000.00
Israel	Hong Kong	NI 45-106 2.3 [Accredited investor]	2	130,000.00
Italy         NI 45-106 2.3 [Accredited investor]         1         75,000.0           Japan         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Malaysia         NI 45-106 2.3 [Accredited investor]         2         10,000.0           Malta         NI 45-106 2.3 [Accredited investor]         1         8,000.0           Manitoba         NI 45-106 2.3 [Accredited investor]         2         83,000.0           Mexico         NI 45-106 2.3 [Accredited investor]         1         120,000.0           Mongolia         NI 45-106 2.3 [Accredited investor]         2         18,000.0           Netherlands         NI 45-106 2.3 [Accredited investor]         4         58,000.0           New Zealand         NI 45-106 2.3 [Accredited investor]         3         31,000.0           Ontario         NI 45-106 2.3 [Accredited investor]         23         293,599.2           Panama         NI 45-106 2.3 [Accredited investor]         1         40,000.0           Peru         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Singapore         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Switzerland         Distributions to purchasers outside of local jurisdiction (BC, AB, NB)         1         15,000.0	Ireland	NI 45-106 2.3 [Accredited investor]	1	30,000.00
Japan	Israel	NI 45-106 2.3 [Accredited investor]	1	50,000.00
Malaysia         NI 45-106 2.3 [Accredited investor]         2         10,000.0           Malta         NI 45-106 2.3 [Accredited investor]         1         8,000.0           Manitoba         NI 45-106 2.3 [Accredited investor]         2         83,000.0           Mexico         NI 45-106 2.3 [Accredited investor]         1         120,000.0           Mongolia         NI 45-106 2.3 [Accredited investor]         2         18,000.0           Netherlands         NI 45-106 2.3 [Accredited investor]         4         58,000.0           New Zealand         NI 45-106 2.3 [Accredited investor]         3         31,000.0           Ontario         NI 45-106 2.3 [Accredited investor]         23         293,599.2           Panama         NI 45-106 2.3 [Accredited investor]         1         40,000.0           Peru         NI 45-106 2.3 [Accredited investor]         1         15,000.0           Singapore         NI 45-106 2.3 [Accredited investor]         6         70,500.0           Switzerland         NI 45-106 2.3 [Accredited investor]         1         15,000.0           Switzerland         NI 45-106 2.3 [Accredited investor]         16         1,245,500.0           Thailand         NI 45-106 2.3 [Accredited investor]         4         102,500.0           United Kingdo	Italy	NI 45-106 2.3 [Accredited investor]	1	75,000.00
Malta         NI 45-106 2.3 [Accredited investor]         1         8,000.0           Manitoba         NI 45-106 2.3 [Accredited investor]         2         83,000.0           Mexico         NI 45-106 2.3 [Accredited investor]         1         120,000.0           Mongolia         NI 45-106 2.3 [Accredited investor]         2         18,000.0           Netherlands         NI 45-106 2.3 [Accredited investor]         4         58,000.0           New Zealand         NI 45-106 2.3 [Accredited investor]         3         31,000.0           Ontario         NI 45-106 2.3 [Accredited investor]         23         293,599.2           Panama         NI 45-106 2.3 [Accredited investor]         1         40,000.0           Peru         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Québec         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Singapore         NI 45-106 2.3 [Accredited investor]         6         70,500.0           Switzerland         Distributions to purchasers outside of local jurisdiction (BC, AB, NB)         1         15,000.0           Switzerland         NI 45-106 2.3 [Accredited investor]         16         1,245,500.0           Thailand         NI 45-106 2.3 [Accredited investor]         4         102,500.0	Japan	NI 45-106 2.3 [Accredited investor]	1	5,000.00
Manitoba         NI 45-106 2.3 [Accredited investor]         2         83,000.0           Mexico         NI 45-106 2.3 [Accredited investor]         1         120,000.0           Mongolia         NI 45-106 2.3 [Accredited investor]         2         18,000.0           Netherlands         NI 45-106 2.3 [Accredited investor]         4         58,000.0           New Zealand         NI 45-106 2.3 [Accredited investor]         3         31,000.0           Ontario         NI 45-106 2.3 [Accredited investor]         23         293,599.2           Panama         NI 45-106 2.3 [Accredited investor]         1         40,000.0           Peru         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Québec         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Singapore         NI 45-106 2.3 [Accredited investor]         6         70,500.0           Switzerland         Distributions to purchasers outside of local jurisdiction (BC, AB, NB)         1         15,000.0           Switzerland         NI 45-106 2.3 [Accredited investor]         16         1,245,500.0           Thailand         NI 45-106 2.3 [Accredited investor]         4         102,500.0           United Kingdom         NI 45-106 2.3 [Accredited investor]         5         58,700.0	Malaysia	NI 45-106 2.3 [Accredited investor]	2	10,000.00
Mexico         NI 45-106 2.3 [Accredited investor]         1         120,000.0           Mongolia         NI 45-106 2.3 [Accredited investor]         2         18,000.0           Netherlands         NI 45-106 2.3 [Accredited investor]         4         58,000.0           New Zealand         NI 45-106 2.3 [Accredited investor]         3         31,000.0           Ontario         NI 45-106 2.3 [Accredited investor]         23         293,599.2           Panama         NI 45-106 2.3 [Accredited investor]         1         40,000.0           Peru         NI 45-106 2.3 [Accredited investor]         1         15,000.0           Québec         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Singapore         NI 45-106 2.3 [Accredited investor]         6         70,500.0           Switzerland         Distributions to purchasers outside of local jurisdiction (BC, AB, NB)         1         15,000.0           Switzerland         NI 45-106 2.3 [Accredited investor]         16         1,245,500.0           Thailand         NI 45-106 2.3 [Accredited investor]         4         102,500.0           United Kingdom         NI 45-106 2.3 [Accredited investor]         6         58,700.0           United States         NI 45-106 2.3 [Accredited investor]         54         1,574,036.	Malta	NI 45-106 2.3 [Accredited investor]	1	8,000.00
Mongolia         NI 45-106 2.3 [Accredited investor]         2         18,000.0           Netherlands         NI 45-106 2.3 [Accredited investor]         4         58,000.0           New Zealand         NI 45-106 2.3 [Accredited investor]         3         31,000.0           Ontario         NI 45-106 2.3 [Accredited investor]         23         293,599.2           Panama         NI 45-106 2.3 [Accredited investor]         1         40,000.0           Peru         NI 45-106 2.3 [Accredited investor]         1         15,000.0           Québec         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Singapore         NI 45-106 2.3 [Accredited investor]         6         70,500.0           Switzerland         Distributions to purchasers outside of local jurisdiction (BC, AB, NB)         1         15,000.0           Switzerland         NI 45-106 2.3 [Accredited investor]         16         1,245,500.0           Thailand         NI 45-106 2.3 [Accredited investor]         4         102,500.0           United Kingdom         NI 45-106 2.3 [Accredited investor]         54         1,574,036.0           United States         NI 45-106 2.3 [Accredited investor]         54         1,574,036.0	Manitoba	NI 45-106 2.3 [Accredited investor]	2	83,000.00
Netherlands         NI 45-106 2.3 [Accredited investor]         4         58,000.0           New Zealand         NI 45-106 2.3 [Accredited investor]         3         31,000.0           Ontario         NI 45-106 2.3 [Accredited investor]         23         293,599.2           Panama         NI 45-106 2.3 [Accredited investor]         1         40,000.0           Peru         NI 45-106 2.3 [Accredited investor]         1         15,000.0           Québec         NI 45-106 2.3 [Accredited investor]         6         70,500.0           Singapore         NI 45-106 2.3 [Accredited investor]         6         70,500.0           Switzerland         Distributions to purchasers outside of local jurisdiction (BC, AB, NB)         1         15,000.0           Switzerland         NI 45-106 2.3 [Accredited investor]         16         1,245,500.0           Thailand         NI 45-106 2.3 [Accredited investor]         4         102,500.0           United Kingdom         NI 45-106 2.3 [Accredited investor]         6         58,700.0           United States         NI 45-106 2.3 [Accredited investor]         54         1,574,036.0           Total dollar amount of securities distributed         11,011,279.1	Mexico	NI 45-106 2.3 [Accredited investor]	1	120,000.00
New Zealand         NI 45-106 2.3 [Accredited investor]         3         31,000.0           Ontario         NI 45-106 2.3 [Accredited investor]         23         293,599.2           Panama         NI 45-106 2.3 [Accredited investor]         1         40,000.0           Peru         NI 45-106 2.3 [Accredited investor]         1         15,000.0           Québec         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Singapore         NI 45-106 2.3 [Accredited investor]         6         70,500.0           Switzerland         Distributions to purchasers outside of local jurisdiction (BC, AB, NB)         1         15,000.0           Switzerland         NI 45-106 2.3 [Accredited investor]         16         1,245,500.0           Thailand         NI 45-106 2.3 [Accredited investor]         4         102,500.0           United Kingdom         NI 45-106 2.3 [Accredited investor]         6         58,700.0           United States         NI 45-106 2.3 [Accredited investor]         54         1,574,036.0           Total dollar amount of securities distributed         11,011,279.1	Mongolia	NI 45-106 2.3 [Accredited investor]	2	18,000.00
Ontario         NI 45-106 2.3 [Accredited investor]         23         293,599.2           Panama         NI 45-106 2.3 [Accredited investor]         1         40,000.0           Peru         NI 45-106 2.3 [Accredited investor]         1         15,000.0           Québec         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Singapore         NI 45-106 2.3 [Accredited investor]         6         70,500.0           Switzerland         Distributions to purchasers outside of local jurisdiction (BC, AB, NB)         1         15,000.0           Switzerland         NI 45-106 2.3 [Accredited investor]         16         1,245,500.0           Thailand         NI 45-106 2.3 [Accredited investor]         4         102,500.0           United Kingdom         NI 45-106 2.3 [Accredited investor]         6         58,700.0           United States         NI 45-106 2.3 [Accredited investor]         54         1,574,036.0           Total dollar amount of securities distributed         11,011,279.1	Netherlands	NI 45-106 2.3 [Accredited investor]	4	58,000.00
Panama         NI 45-106 2.3 [Accredited investor]         1         40,000.0           Peru         NI 45-106 2.3 [Accredited investor]         1         15,000.0           Québec         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Singapore         NI 45-106 2.3 [Accredited investor]         6         70,500.0           Switzerland         Distributions to purchasers outside of local jurisdiction (BC, AB, NB)         1         15,000.0           Switzerland         NI 45-106 2.3 [Accredited investor]         16         1,245,500.0           Thailand         NI 45-106 2.3 [Accredited investor]         4         102,500.0           United Kingdom         NI 45-106 2.3 [Accredited investor]         6         58,700.0           United States         NI 45-106 2.3 [Accredited investor]         54         1,574,036.0           Total dollar amount of securities distributed         11,011,279.1	New Zealand	NI 45-106 2.3 [Accredited investor]	3	31,000.00
Peru         NI 45-106 2.3 [Accredited investor]         1         15,000.0           Québec         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Singapore         NI 45-106 2.3 [Accredited investor]         6         70,500.0           Switzerland         Distributions to purchasers outside of local jurisdiction (BC, AB, NB)         1         15,000.0           Switzerland         NI 45-106 2.3 [Accredited investor]         16         1,245,500.0           Thailand         NI 45-106 2.3 [Accredited investor]         4         102,500.0           United Kingdom         NI 45-106 2.3 [Accredited investor]         6         58,700.0           United States         NI 45-106 2.3 [Accredited investor]         54         1,574,036.0           Total dollar amount of securities distributed         11,011,279.1	Ontario	NI 45-106 2.3 [Accredited investor]	23	293,599.20
Québec         NI 45-106 2.3 [Accredited investor]         1         5,000.0           Singapore         NI 45-106 2.3 [Accredited investor]         6         70,500.0           Switzerland         Distributions to purchasers outside of local jurisdiction (BC, AB, NB)         1         15,000.0           Switzerland         NI 45-106 2.3 [Accredited investor]         16         1,245,500.0           Thailand         NI 45-106 2.3 [Accredited investor]         4         102,500.0           United Kingdom         NI 45-106 2.3 [Accredited investor]         6         58,700.0           United States         NI 45-106 2.3 [Accredited investor]         54         1,574,036.0           Total dollar amount of securities distributed         11,011,279.1	Panama	NI 45-106 2.3 [Accredited investor]	1	40,000.00
Singapore         NI 45-106 2.3 [Accredited investor]         6         70,500.0           Switzerland         Distributions to purchasers outside of local jurisdiction (BC, AB, NB)         1         15,000.0           Switzerland         NI 45-106 2.3 [Accredited investor]         16         1,245,500.0           Thailand         NI 45-106 2.3 [Accredited investor]         4         102,500.0           United Kingdom         NI 45-106 2.3 [Accredited investor]         6         58,700.0           United States         NI 45-106 2.3 [Accredited investor]         54         1,574,036.0           Total dollar amount of securities distributed         11,011,279.1	Peru	NI 45-106 2.3 [Accredited investor]	1	15,000.00
Switzerland Distributions to purchasers outside of local jurisdiction (BC, AB, NB)  Switzerland NI 45-106 2.3 [Accredited investor] 16 1,245,500.0  Thailand NI 45-106 2.3 [Accredited investor] 4 102,500.0  United Kingdom NI 45-106 2.3 [Accredited investor] 6 58,700.0  United States NI 45-106 2.3 [Accredited investor] 54 1,574,036.0  Total dollar amount of securities distributed 11,011,279.1	Québec	NI 45-106 2.3 [Accredited investor]	1	5,000.00
Switzerland   jurisdiction (BC, AB, NB)	Singapore	NI 45-106 2.3 [Accredited investor]	6	70,500.00
Thailand         NI 45-106 2.3 [Accredited investor]         4         102,500.0           United Kingdom         NI 45-106 2.3 [Accredited investor]         6         58,700.0           United States         NI 45-106 2.3 [Accredited investor]         54         1,574,036.0           Total dollar amount of securities distributed         11,011,279.1	Switzerland		1	15,000.00
United Kingdom         NI 45-106 2.3 [Accredited investor]         6         58,700.0           United States         NI 45-106 2.3 [Accredited investor]         54         1,574,036.0           Total dollar amount of securities distributed         11,011,279.1	Switzerland	NI 45-106 2.3 [Accredited investor]	16	1,245,500.00
United States NI 45-106 2.3 [Accredited investor] 54 1,574,036.0  Total dollar amount of securities distributed 11,011,279.1	Thailand	NI 45-106 2.3 [Accredited investor]	4	102,500.00
Total dollar amount of securities distributed 11,011,279.1	United Kingdom	NI 45-106 2.3 [Accredited investor]	6	58,700.00
	United States	NI 45-106 2.3 [Accredited investor]	54	1,574,036.00
740		Total dollar amount of se	curities distributed	11,011,279.10
1 otal number of unique purchasers 219		Total number of unique purchasers <sup>2</sup> b	319	

<sup>&</sup>lt;sup>2a</sup> In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

<sup>&</sup>lt;sup>2b</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

### g) Net proceeds to the investment fund by jurisdiction

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

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

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

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

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

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

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.
No ✓ Yes If yes, indicate number of persons compensated. 7

a) Name of person comper	nsated and registr	ation status							
Indicate whether the person comp	ensated is a registra	nt.	☐ No	✓ \	Yes .				
If the person compensated is an in	dividual, provide the	e name of the indivi	dual.						
Full legal name of individe	ual								
	Fa	mily name	Firs	t given nar	ne		Secondary	given name	es
If the person compensated is not a	ın individual, provide	e the following info	rmation.						
Full legal name of	non-individual	Canaccord Genui	ty Corp.						
Firm	n NRD number	9 0 0			(if	applicable	)		
Indicate whether the person comp	ensated facilitated ti	he distribution thro	ugh a funding port	tal or an i	nternet-ba	sed portal.	<b>✓</b>	] No [	Yes
b) Business contact information	ation								
If a firm NRD number is not provid	ded in Item 8 (a), pro	ovide the business c	ontact informatior	of the pe	erson being	compensa	ted.		
Street address									
Municipality				Pro	ovince/Sta	ate			
Country			j F	Postal co	de/Zip co	de			
Email address			j	Telepho	one numl	oer			
c) Relationship to issuer or	investment fund i	manager	_						
Indicate the person's relationship the Instructions and the meaning							of "connecto	ed" in Par	t B(2) of
Connect with the issuer			· · · · · <u>—</u>	•			n an inves	tment fund	d)
Director or officer of the		-	_			•	estment fur		•
None of the above				, .,.					
d) Compensation details									
Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the o	nmissions, securitiesas as clerical, printing,	-based compensation legal or accounting	on, gifts, discounts services. An issue	or other c r is not rec	compensat quired to a	on. Do not	report pay	ments for	services
Cash commissions paid	442,792	2.01		S	ecurity code	1 Secu	rity code 2	Security	code 3
Value of all securities distributed as compensation <sup>4</sup>			Security codes	W	/ N	Т			
•	ms of warrants, option	ons or other rights	856,392 Warra			nt is exerc	isable on	the sam	е
Other compensation <sup>5</sup>		Describe	terms as the c	THE WATE	<u>апто.</u>				
Total compensation paid	442,791	.01							
Check box if the person	on will or may receiv	 re any deferred cor	npensation (descr	ribe the te	erms below	<b>'</b> )			
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer rights exercisable to acquire addiscount of the include deferred compensations.	. Indicate the securi itional securities of t	ty codes for all sec	on, <u>excluding</u> opti urities distributed	ons, warra as compe	ants or oth ensation, <u>ii</u>	er rights e. ncluding op	xercisable i otions, warr	to acquire ants or ot	her

a) Name of person compens	sated and registration	n status								
Indicate whether the person compe	nsated is a registrant.		☐ No	$\checkmark$	Yes					
If the person compensated is an inc	dividual, provide the na	me of the indivi	dual.							
Full legal name of individu	al									
	Family	name	F	irst given r	name		Sec	ondary giv	en name	S
If the person compensated is not a	n individual, provide the	e following infor	mation.							
Full legal name of	non-individual PI F	inancial Corp.								
Firm	NRD number 5	2 9	0			(if appli	cable)			
Indicate whether the person compe	nsated facilitated the a	listribution throu	ıgh a funding p	ortal or a	n internet-	based p	ortal.	$\checkmark$	No [	Yes
b) Business contact informa	tion									
If a firm NRD number is not provid	ed in Item 8 (a), provid	e the business co	ontact informati	ion of the	person be	ing com	pensated.			
Street address										
Municipality				F	Province/	State				
Country				Postal	code/Zip	code				
Email address				Telep	hone nu	mber				
c) Relationship to issuer or i	nvestment fund mai	nager								
Indicate the person's relationship w the Instructions and the meaning o							ning of "c	onnected	' in Part	B(2) of
Connect with the issuer of				_	of the iss		er than ar	n investm	ent fund	d)
Director or officer of the i			anager 🗀	_	ee of the	,				,
✓ None of the above										
d) Compensation details										
Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such a allocation arrangements with the d	missions, securities-bas ns clerical, printing, lego	ed compensatio al or accounting	n, gifts, discoun services. An issi	its or othe uer is not	r compens required to	sation. D o ask for	o not rep	ort payme	nts for	services
Cash commissions paid	36,764.00				Security of	ode 1	Security of	ode 2	Security	code 3
Value of all securities distributed as compensation <sup>4</sup>		<u></u>	Security codes		WN	Т				
•	s of warrants, options	or other rights	72,590 War			ant is ex	kercisabl	e on the	same	
Other compensation <sup>5</sup>		Describe	terms as the	unit wa	manis.					
Total compensation paid	36,764.00	]								
Check box if the perso	l n will or may receive a	」 ny deferred com	npensation (des	scribe the	terms bel	low)				
_										
<sup>4</sup> Provide the aggregate value of a	ll securities distributed	as compensation	on, excludina o	ptions. wa	arrants or	other rin	hts exerc	isable to	acauire	
additional securities of the issuer. rights exercisable to acquire addit	Indicate the security of	odes for all secu	urities distribute	ed as com	pensation	, <u>includi</u>	ing option	s, warran	ts or ot	her

a) Name of person compen	sated and registra	tion status								
Indicate whether the person comp	ensated is a registran	t.	☐ No	$\checkmark$	Yes					
If the person compensated is an in	dividual, provide the	name of the indiv	idual.							
Full legal name of individu	ıal									
	Fam	ily name		First given i	name		Seco	ondary given	names	3
If the person compensated is not a	n individual, provide	the following info	rmation.							
Full legal name of	non-individual Ec	helon Wealth F	Partners Inc.							
Firm	NRD number	3 2 4	2 0			(if appli	cable)			
Indicate whether the person comp	ensated facilitated the	distribution thro	ugh a funding p	portal or a	n internet-	based po	ortal.	✓ N	lo [	Yes
b) Business contact informa	ation									
If a firm NRD number is not provid	ded in Item 8 (a), prov	ide the business c	ontact informa	tion of the	person be	ing com <sub>l</sub>	pensated.			
Street address										
Municipality				F	Province/	State				
Country				Postal	code/Zip	code				
Email address				Telep	ohone nu	mber				
c) Relationship to issuer or	investment fund m	anager								
Indicate the person's relationship with the Instructions and the meaning of							ning of "co	onnected" i	n Part	B(2) of
Connect with the issuer			, ,, 	_			er than an	investmer	nt fund	)
Director or officer of the	investment fund or in	vestment fund m	anager [	- ] Emplo	yee of the	issuer o	r investm	ent fund m	anage <sup>,</sup>	r
None of the above			_	_						
d) Compensation details										
Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the c	nmissions, securities-b as clerical, printing, le	ased compensation	on, gifts, discou services. An iss	nts or othe suer is not	er compens required to	ation. D ask for	o not repo	ort paymen	ts for s	ervices
Cash commissions paid	17,850.	00			Security co	ode 1	Security co	ode 2 Se	curity c	ode 3
Value of all securities distributed as compensation <sup>4</sup>			Security codes		W N	Т				
Describe terr	ns of warrants, option	ns or other rights	35,000 Wa			ınt is ex	ercisable	e on the s	ame	
Other compensation <sup>5</sup>		Describe		o arm wo						
Total compensation paid	17,850.0	00								
Check box if the person	on will or may receive	any deferred co	mpensation (de	scribe the	terms bel	ow)				
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer rights exercisable to acquire addi <sup>5</sup> Do not include deferred compen	Indicate the security tional securities of the	codes for all sec	ion, <u>excluding</u> c curities distribut	options, wa ed as con	arrants or o	other rigi , <u>includi</u>	hts exerci ing options	isable to ac s, warrants	quire or oth	er

a) Name of person compen	sated and registr	ation status								
Indicate whether the person compe	ensated is a registra	nt.	☐ No	$\checkmark$	Yes					
If the person compensated is an in	dividual, provide the	e name of the indiv	idual.							
Full legal name of individu	ual									
	Fa	mily name	F	irst given ı	name		Seco	ondary give	n names	S
If the person compensated is not a	n individual, provide	e the following info	rmation.							
Full legal name of	non-individual	eede Jones Gab	ole Inc.							
Firm	NRD number	5 7 7	0			(if appli	icable)			
Indicate whether the person compe	ensated facilitated ti	he distribution thro	ugh a funding po	ortal or a	n internet	-based p	ortal.	<b>√</b> 1	No [	Yes
b) Business contact informa	ation									
If a firm NRD number is not provid	led in Item 8 (a), pro	ovide the business o	ontact informati	on of the	person be	eing com	pensated.			
Street address										
Municipality				F	Province	/State				
Country				Postal	code/Zip	code				
Email address				Telep	ohone nu	ımber				
c) Relationship to issuer or	investment fund ı	manager								
Indicate the person's relationship v the Instructions and the meaning o							ning of "co	onnected"	in Part	B(2) of
Connect with the issuer							er than an	investme	nt fund	)
Director or officer of the		-	anager $\Box$			,		ent fund m		,
✓ None of the above			.aage.		, 00 00				anage	
d) Compensation details	naid or to be naid	to the person iden	tified in Itam 9/a	l in conn	action with	h the dist	tribution [	Drovido all	amour	tc in
Provide details of all compensation Canadian dollars. Include cash com- incidental to the distribution, such a	missions, securities	-based compensati	on, gifts, discoun	ts or othe	r compen	sation. D	o not repo	ort paymer	nts for s	ervices
allocation arrangements with the d								. ,		
Cash commissions paid	9,065	5.00			Security of	ode 1	Security c	ode 2 S	ecurity c	code 3
Value of all securities distributed as compensation <sup>4</sup>			Security codes		W N	Т				
•	ns of warrants, option	ons or other rights	17,850 Warr			ant is ex	xercisabl	e on the	same	
Other compensation <sup>5</sup>		Describe	terms as the	unit wa	rrants.					
·	0.005									
Total compensation paid	9,065									
Check box if the perso	n will or may receiv	e any deferred co	mpensation (des	cribe the	terms be	low)				
<sup>4</sup> Provide the aggregate value of a										
additional securities of the issuer. rights exercisable to acquire additional security and the security and	tional securities of t		curities distribute	d as com	pensatio	n, <u>includi</u>	<u>ing</u> option	s, warrant	s or oth	ner
<sup>5</sup> Do not include deferred compens	sation.									

a) Name of person comp	ensated and registration s	tatus								
Indicate whether the person con	npensated is a registrant.		No	√ Ye	es					
If the person compensated is an	individual, provide the name	of the individu	al.							
Full legal name of indivi	idual									
	Family nan	ne	First	given name	e		Seco	ndary giver	names	<u> </u>
If the person compensated is no	t an individual, provide the fol	llowing inform	ation.							
Full legal name	of non-individual IA Priva	ate Wealth In	C.							
Fi	rm NRD number 1	5 4	0 0		(if	applica	able)			
Indicate whether the person con	npensated facilitated the distri	ibution through	h a funding porto	al or an int	ternet-ba	ised poi	rtal.	<b>√</b> N	lo [	Yes
b) Business contact inform	mation									
If a firm NRD number is not pro	vided in Item 8 (a), provide the	e business con	tact information	of the pers	son being	g comp	ensated.			
Street address										
Municipality				Prov	vince/St	ate				
Country			P	ostal cod	le/Zip co	ode				
Email address				Telephor	ne numl	ber				
c) Relationship to issuer	or investment fund manag	er								<u> </u>
Indicate the person's relationship the Instructions and the meanin							ing of "co	nnected" i	า Part	B(2) of
Connect with the issue	er or investment fund manage	er	□ <sup>1</sup>	nsider of t	the issue	r (othe	r than an	investmer	it fund)	)
Director or officer of the	ne investment fund or investm	nent fund man	ager 🔲 E	Employee	of the iss	suer or	investme	ent fund m	anage	r
None of the above										
d) Compensation details										
Provide details of all compensation Canadian dollars. Include cash control incidental to the distribution, such allocation arrangements with the	ommissions, securities-based o ch as clerical, printing, legal or	compensation, accounting se	gifts, discounts o rvices. An issuer	or other co is not requ	mpensat uired to a	ion. Do isk for d	not repoi	rt paymen	ts for s	ervices
Cash commissions pa	id 350.00			Sec	curity code	e 1   S	Security co	de 2 Se	curity c	ode 3
Value of all securitie distributed as compensation	·	Se	curity codes	W	N	Т				
•	erms of warrants, options or c	٠ ا	700 Warrants.		rrant is	exerci	sable on	the sam	e tern	ns
Other compensation	1 <sup>5</sup>	Describe								
Total compensation pai	id	_								
Check box if the per	rson will or may receive any c	deferred comp	ensation (descri	be the terr	ms below	v)				
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire ac <sup>5</sup> Do not include deferred compa	er. Indicate the security code additional securities of the issu	s for all securi	. <u>excluding</u> optic ties distributed a	ons, warrar as compen	nts or oth nsation, <u>ii</u>	her righ Includin	ts exercis g options	sable to ac , warrants	quire or oth	eer

a) Name of person comper	nsated and regis	stration sta	itus									
Indicate whether the person comp	ensated is a regist	rant.		☐ No		✓ Y	'es					
If the person compensated is an in	ndividual, provide t	the name of	the individ	dual.								
Full legal name of individ	ual											
		Family name			First giv	ven nam	ne		Sec	ondary giv	en name	es
If the person compensated is not o	an individual, prov	ide the follo	wing infor	mation.								
Full legal name of	non-individual	Research	n Capital	Corporation	on							
Firr	n NRD number	3	0 7	0			(	if applic	cable)			
Indicate whether the person comp	ensated facilitated	the distribu	ution throu	gh a fundir	ng portal (	or an in	nternet-b	ased po	ortal.	$\checkmark$	No [	Yes
b) Business contact inform	ation											
If a firm NRD number is not provi	ded in Item 8 (a), p	provide the l	business co	ntact infor	mation of	f the per	rson beir	ng comp	ensated.			
Street address												
Municipality						Pro	vince/S	State				
Country					Pos	stal coc	de/Zip d	ode				
Email address					Te	elepho	ne nun	nber				
c) Relationship to issuer or	investment fund	d manage	r									
Indicate the person's relationship the Instructions and the meaning									ning of "co	onnectea	" in Par	t B(2) of
Connect with the issuer				or are purp			-		er than an	investm	ent fun	d)
Director or officer of the				ınager				,	r investm			,
None of the above				J		, ,					J	
d) Compensation details												
Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the	nmissions, securitions clerical, printing	es-based co. g, legal or a	mpensatio ccounting	n, gifts, disc services. Ar	counts or o	other co	ompenso uired to	ation. Do ask for	o not repo	ort paym	ents for	services
Cash commissions paid	1,7	50.00				Se	ecurity co	de 1	Security c	ode 2	Security	code 3
Value of all securities distributed as compensation <sup>4</sup>			9	Security cod	des	W	N	Т				
Describe ter	ms of warrants, op	otions or oth	ner rights	3,500 W			warrant	is exe	rcisable	on the	same t	erms
Other compensation <sup>5</sup>			Describe									
Total compensation paid	1,75	50.00										
Check box if the pers	on will or may rece	eive any de	ferred com	pensation	(describe	the ter	rms belo	ow)				
<sup>4</sup> Provide the aggregate value of additional securities of the issuer rights exercisable to acquire add <sup>5</sup> Do not include deferred comper	r. Indicate the secu itional securities o	urity codes i	for all secu									

a) Name of person com	pensated and registrat	ion status						
Indicate whether the person co	mpensated is a registrant		✓ No	Y	'es			
If the person compensated is a	n individual, provide the n	ame of the indivi	dual.					
Full legal name of indi	vidual							
	Fami	ly name	Firs	t given nam	ne	Secondar	y given names	
If the person compensated is n	ot an individual, provide t	he following infor	mation.					
Full legal name	e of non-individual Blu	e Lakes Adviso	ors SA					
F	Firm NRD number				(if appl	icable)		
Indicate whether the person co	mpensated facilitated the	distribution throu	igh a funding port	tal or an in	nternet-based p	oortal. [	✓ No □	Yes
b) Business contact info	rmation							
If a firm NRD number is not pr	ovided in Item 8 (a), provi	de the business co	ontact information	of the per	rson being com	pensated.		
Street address	Via Pretorio, 9							
Municipality				Pro	vince/State	6900 Lugan	10	
Country	Switzerland		F	ostal cod	de/Zip code			
Email address	andi.naser@bluelake	sadvisors.com		Telepho	one number	412255209	10	
c) Relationship to issuer	or investment fund ma	anager						
Indicate the person's relationsh the Instructions and the mean						ining of "connec	cted" in Part I	B(2) of
	uer or investment fund ma		· · · <u>—</u>	•	•	er than an inve	stment fund)	)
<u> </u>	the investment fund or in		_		•	or investment fu	·	
<u> </u>	ule investment fund of in	vestillent land me		Lilipioyee	of the issuer	or investment it	ind manager	
✓ None of the above								
d) Compensation details								
Provide details of all compensa Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with t	commissions, securities-bouch as clerical, printing, le	ased compensatio gal or accounting	n, gifts, discounts services. An issue	or other co r is not req	ompensation. L Juired to ask fo	Do not report pa	yments for se	ervices
Cash commissions p	aid 82,600.0	00		Se	ecurity code 1	Security code 2	Security co	nde 3
Value of all securiti			Security codes	W	T			
distributed as compensation  Describe	terms of warrants, option	s or other rights	165,200 Warr	ants. Eac	ch warrant is	exercisable o	n the same	
		_	terms as the u					
Other compensation	on <sup>5</sup>	Describe						
Total compensation pa	82,600.0	0						
Check box if the pe	erson will or may receive	any deferred con	npensation (desci	ribe the ter	rms below)			
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred com	uer. Indicate the security additional securities of the	codes for all secu						er

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER				
If the issuer is an investment fund	d, do not complete l	Item 9. Procced to	Item 10.					
Indicate whether the issuer is any o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y one).			
✓ Reporting issuer in any juris	sdiction of Canada							
Foreign public issuer								
Wholly owned subsidiary of	a reporting issuer in	any jurisdiction of	Canada <sup>6</sup>					
Provide nan	ne of reporting issue	r						7
Wholly owned subsidiary of	a foreign public issu	uer <sup>6</sup>						_
Provide name of	foreign public issue	r						7
Issuer distributing only eligil	ble foreign securities	and the distribution	n is to permitted clie	ents only <sup>7</sup>				_
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.				
<sup>6</sup> An issuer is a wholly owned subside securities that are required by law to respectively. <sup>7</sup> Check this box if it applies to the collients. Refer to the definitions of "e.	o be owned by its dir urrent distribution evo	rectors, are benefic en if the issuer mad	ially owned by the re de previous distribut	eporting issuer or ti tions of other types	the foreign	public is	ssuer,	
If the issuer is none of the	above, check this b	oox and complete	Item 9(a) - (c).					
a) Directors, executive officer	s and promoters of	of the issuer						
Provide the following information for	•		moter of the issuer T	or locations within	Canada s	tate the	nrovince	or
territory; otherwise state the country.							province	
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individe resident jurisdictio individe	ual or ail n of		onship to	
				Province or	country	D	0	Р
b) Promoter information								
If the promoter listed above is not an within Canada, state the province or								
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual			to promo	
				Province or country	D		C	)
c) Residential address of eac	h individual							
Complete Schedule 2 of this form completed report. Schedule 2 also					(a) and (b)	and at	tach to t	he

# **ITEM 10 - CERTIFICATION**

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

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

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

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

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

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

Name of issuer/underwriter/ investment fund manager/agent	Leocor Gold Inc.					
Full legal name	Kropivnitski	Zula				
	Family name	First given name	'	Seconda	ary given na	ames
Title	Chief Financial Officer					
Telephone number	6046810084	Email address	zkropivnit	ski@pre	aknessg	roup.com
Signature	"Zula Kropivnitski"	Date	2021	07	23	
			YYYY	MM	DD	

ITEM 11- CONTACT I	Person					
	iness contact information for this report, if different than t				egulator m	nay contact with any questions
Same as individua	al certifying the report					
Full legal name	Johnson	Saundra			Title	Paralegal
	Family name	First given name	Secondary gi	iven names		
Name of company	Cassels Brock & Blackw	rell LLP				
Telephone number	7783727659	Em	ail address	sjohnson@c	assels.co	om

## Notice - Collection and use of personal information

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

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

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

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

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