# Form 45-106F1 Report of Exempt Distribution

ITEM 1 – REPORT TYPE								
X New report  Amended report If amended, provide filing date of report that is being amended. (YYYY-MM-DD)								
ITEM 2 – PARTY CERTIFYING THE REPORT								
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.  Investment fund issuer  X Issuer (other than an investment fund)  Underwriter								
ITEM 3 - ISSUER NAME AND OTHER IDEN	TIFIERS							
Provide the following information about the issuer, or if the issue	r is an investment fund, about ti	he fund.						
Full legal name Mariner Resource	s Corp.							
Previous full legal name N/A								
If the issuer's name changed in the last 12 months, pro	ovide most recent previous legal	name.						
Website N/A	(if ap	oplicable)						
If the issuer has a legal entity identifier, provide below. Refer to F	Part B of the Instructions for the o	definition of "legal entity identifier".						
Legal entity identifier N/A								
If two or more issuers distributed a single security, provide the fu	ll legal name(s) of the co-issuer(.	s) other than the issuer named above.						
Full legal name(s) of co-issuer(s)	(if ap	pplicable)						
ITEM 4 - UNDERWRITER INFORMATION								
If an underwriter is completing the report, provide the underwrite	er's full legal name and firm NRL	D number.						
Full legal name								
Firm NRD number (if applicable)								
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.								
Street address								
Municipality	Province/State							
Country	Postal code/Zip code							
Talanhana numbar		(# P - 1   )						

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 1							
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.  X 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: X 0 – 49 50 – 99 100 – 499 500 or more							
c) SEDAR profile number							
Does the issuer have a SEDAR profile?  No X Yes If yes, provide SEDAR profile number 0 0 0 4 7 1 3 8							
If the issuer does not have a 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 MM DD							
f) Reporting issuer status							
Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes							
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.							
□ 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 investment fund, provide the following information.							
a) Investment fund manager information							
Full legal name							
Firm NRD Number (if applicable)							
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.							
Street Address							
Municipality Province/State							
Country Postal code/Zip code							
Telephone number Website (if applicable)							
b) Type of investment fund							
Type of investment fund that most accurately identifies the issuer (select only one).							
Money market Equity Fixed income Balanced							
Alternative strategies Cryptoasset Other (describe)							
Indicate whether one or both of the following apply to the investment fund.							
Invests primarily in other investment fund issuers							
Is a UCITs Fund <sup>1</sup>							
<sup>1</sup> Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.							
c) Date of formation and financial year-end of the investment fund							
Date of formation							
d) Reporting issuer status of the investment fund							
Is the investment fund a reporting issuer in any jurisdiction of Canada? No Yes							
If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.							
AII AB BC MB NB NL NT							
NS NU ON PE QC SK YT							
e) Public listing status of the investment fund							
If the investment fund has a CUSIP number, provide below (first 6 digits only).  CUSIP number							
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's 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							
f) Net asset value (NAV) of the investment fund							
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).							
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M							
\$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD							

TIEM / = INFORMATION ADOUT THE DISTRIBUTION	<b>ITFM 7</b> -	INFORMATION A	ABOUT THE DISTRIBUTION
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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.

- \	O	
a)	Curren	

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

X Canadian dollar US dollar Euro Other (describe)

#### b) Distribution date(s)

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

 Start date
 2020
 09
 01
 End date
 2020
 09
 01

 YYYY
 MM
 DD
 YYYY
 MM
 DD

c) Detailed purchaser information

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

## d) Types of securities distributed

Provide the following information for all distributions 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 (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
С	М	S		Common shares	2,083,300	0.60	0.60	1,249,980.00

### 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.

Convertible / exchangeable security code		changeable		able Underlying		γ (Cariadian ψ)		,	Conversion	Describe other terms (if applicable)	
		security code		Lowest	Highest	(YYYY-MM-DD)	ratio	, 11 ,			

#### 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 purchasers <sup>2a</sup>	Total amount (Canadian \$)
ВС	NI 45-106 2.13 [Petroleum, natural gas and mining properties]	11	600,000.00
NL	NI 45-106 2.13 [Petroleum, natural gas and mining properties]	6	649,980.00
	Total dollar amount of sec	urities distributed	1,249,980.00
	Total number of unique purchasers <sup>2b</sup>	17	

<sup>&</sup>lt;sup>2a</sup>İn 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.

## Net proceeds to the investment fund by jurisdiction If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.3 If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country. Net proceeds Province or country (Canadian \$) Total net proceeds to the investment fund 3"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report. 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. Previously filed Date of document or Date previously filed or delivered (YYYY-MM-DD) with or delivered to Description other material regulator? (YYYY-MM-DD) (Y/N) 1. ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated. Indicate whether any compensation was paid, or will be paid, in connection with the distribution. Χ No If yes, indicate number of persons compensated. Name of person compensated and registration status Indicate whether the person compensated is a registrant. Yes If the person compensated is an individual, provide the name of the individual. Full legal name of individual Family name First given name Secondary given names If the person compensated is not an individual, provide the following information. Full legal name of non-individual Firm NRD number (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes 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/State Country Postal code/Zip code Email address Telephone number Relationship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. 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 Employee of the issuer or investment fund manager

None of the above

d) Compensation details	5								
Provide details of all compensation	paid, or to be paid, t	o the person iden	tified in Item 8(a) in	connection with the distri	ibution. Provide d	all			
amounts in Canadian dollars. Inclu		•							
payments for services incidental to									
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									
Value of all securities			Security cod	le 1 Security code 2	Security code	3			
distributed as		Security of		Occurry code 2	Occurry code	3			
compensation <sup>4</sup>		,							
Describe terms of wa	arrants, options or of	her rights							
Other compensation <sup>5</sup>		Describe							
Total compensation paid									
Check box if the person will	l or may receive any	deferred compe	nsation (describe the	terms helow)					
Check box if the person will	TOT THAY TECEIVE ATTY	deferred compet	isation (describe the	terris below)					
4Describe the annual state of all an explicit	tt			dalah ang dalah kacamatan	- d-1141 d 141	- C H			
<sup>4</sup> Provide the aggregate value of all securit issuer. Indicate the security codes for all s	ies distributed as compe securities distributed as c	nsation, <u>excluding</u> o <sub>l</sub> omnensation, includ	otions, warrants or other ling options, warrants or	rignts exercisable to acquire a other rights exercisable to acq	additional securities Luire additional secu	of the rities of			
the issuer.	occurrics distributed as c	отрензацон, <u>шеш</u>	<u>ing</u> options, warrants or	other rights exercisable to acq	ane additional seed	TRICS OF			
<sup>5</sup> Do not include deferred compensation.									
·									
ITEM 9 – DIRECTORS, EXEC	CUTIVE OFFICERS	AND PROM	OTERS OF THE IS	SUER					
If the issuer is an investment fund,	do not complete Ite	m 9. Proceed to	Item 10.						
Indicate whether the issuer is any of th	ne following (select th	e one that applie	rs – if more than one	applies, select only one).					
X Reporting issuer in any jurisd	liction of Canada								
Foreign public issuer									
Wholly owned subsidiary of a	reporting issuer in a	any jurisdiction of	Canada <sup>6</sup>						
Provide name	of reporting issuer								
Wholly owned subsidiary of a	foreign public issue	r <sup>6</sup>							
Provide name of fo	oreign public issuer								
Issuer distributing only eligible	e foreign securities a	and the distribution	on is to permitted cli	ents only <sup>7</sup>					
real state of the second state of				10					
If the issuer is at least one of the al	•					and the state of the state of			
<sup>6</sup> An issuer is a wholly owned subsidiary of a r law to be owned by its directors, are beneficial	reporting issuer or a torei ally owned by the reportii	gn public issuer if all ng issuer or the forei	i or the issuer's outstand Ign public issuer, respect	ing voting securities, otner tna ively.	n securities that are	requirea by			
<sup>7</sup> Check this box if it applies to the current dist of "eligible foreign security" and "permitted cli	tribution even if the issue	r made previous dist			clients. Refer to the	definitions			
If the issuer is none of the a			Item 9(a) – (c).						
a) Directors, executive office		•							
a, 2co.c., cco.ac c									
Provide the following information for					ida, state the pro	vince or			
territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.									
				Business location of	Dolotional	. to			
				non-individual or	Relationship issuer	O TO			
Organization or company name	Family name	First given	Secondary given	residential	(select all th	nat			
Organization or company name	Family name	name	names	jurisdiction of individual	apply)				
				Province or country	D O	P			
				1					
						•			

#### b) Promoter information

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

Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual	jurisdiction of Relationship to pro	
				Province or country	D	0

#### c) Residential address of each individual

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

## ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, 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/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	Mariner Resources Corp.					
Full legal name	Bourassa	Justin				
	Family name	First given nam	е	Secondary given names		
Title	Chief Financial Officer					
Telephone number	780-437-6624	Email address	justinl	oup.com		
Signature	"Justin Bourassa"	Date	2020	09	10	
			YYYY	MM	DD	

ITEM 11 – CONTACT PERSON							
Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.							
Same as individual certifying the report							
Full legal name	Pankiw	Christine				Title	Paralegal
	Family name	First given nam	ie	Secondary giv names	/en	·	
Name of company	Harper Grey LLP						
Telephone number	(604) 319-6174		Em	ail address		cpankiw	@harpergrey.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.