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

ITEM 1 – REPOR	T TYPE				
TIEW I - KEFOK	1 11175				
✓ New report					
Amended report	If amended, provide	Submission ID of report that is	being amended:	(Exam	ple: EDR1234567890-123)
	•	·			,
ITEM 2 – PARTY	CERTIFYING TH	IE REPORT			
			garding whether an issuer is an inve the companion policy to NI 81-106.		section 1.1 of
✓ Issuer (Other than		a commucus Disciosare ana	and demparison pelicy to the of Tee.		
Underwriter	,				
Onderwriter					
		UED IDENTIFIEDO			
ITEM 3 – ISSUER	NAME AND OT	HER IDENTIFIERS			
Provide the following	information about the	issuer, or if the issuer is an in	nvestment fund, about the fund.		
Full legal name					
Goldseek Resources	Inc.				
Previous full legal nam	ne If the issuer's nam	e changed in the last 12 mon	ths, provide most recent previous l	egal name.	
Website (if applicable))				
https://www.goldseek	resources.com/				
If the issuer has a leg	al entity identifier, pro	vide below. Refer to Part B or	f the Instructions for the definition o	of "legal entity identific	er".
Legal entity identifier					
Did two or more co-is:	suers distribute a sind	lle security? ✓ No ☐ Yes			
		,	ame(s) of the co-issuer(s) other tha	on the issuer named	ahaya
Full legal name(s) of co	-	curity, provide the full legal in	ame(s) of the co-issue((s) other the	an the issuer hameu o	above.
	(0)				
ITEM 4 LINES	WAITER INFOR	MATION			
ITEM 4 – UNDER	WRITER INFOR	MATION			
If an underwriter is co	mpleting the report, p	rovide the underwriter's full leg	gal name and firm NRD number.		
Full legal name					
Does the Underwriter's	s Firm have an NRD N	lumber? Firm NRD n	umber		
∐No ∐Yes					
If the underwriter does	s not have a firm NRL	number, provide the head of	fice contact information of the unde	rwriter.	
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	NAICS industry code								
212220	212220								
	nat best describes the issuer's stage of opera	apply to issuers that provide services to issuers operating in ations.							
· · · · · · · · · · · · · · · · · · ·	all or substantially all of its assets in any of t cial/business debt ☐ Consumer debt ☐ Pr	- · · · · · · · · · · · · · · · · · · ·							
b) Number of employees									
√ 0 - 49	or more								
c) SEDAR profile number									
Does the issuer have a <u>SEDAR</u> profile? ☐ No ☑ Yes	If yes, provide SEDAR profile number: 00048433	If the issuer's SEDAR profile is a "private" profile, please provide a screenshot of the issuer's profile by e-mail to exemptmarketfilings@osc.gov.on.ca							
d) Head office address	If the i	issuer does not have a SEDAR profile, complete Item 5(d) – (h).							
Street address	Municipality Province/Sta	ate Postal/ZIP code							
Country	Telephone number								
	<u>.</u>								
e) Date of formation and financial yea	r-end								
Date of formation	Financial year-end								
f) Reporting issuer status									
Is the issuer a reporting issuer in any jurison No Yes	diction of Canada?								
If yes, select the jurisdictions of Canada in									
	□NB □NL □NT □QC □SK □YT								
INS ING ON FE									
g) Public listing status									
Does the issuer have a CUSIP number?	CUSIP number (provide first 6 digits only)								
	name of the exchange on which the issuer's eas, for example, an automated trading system	equity securities primarily trade. Provide only the name of an							
Exchange name: Not Applicable Toro	onto Stock Exchange TSX Venture	Exchange Canadian Securities Exchange							
Aequitas Neo Exchange	tralian Securities Exchange 🗌 Deutsche Bo	perse Euronext							
☐ London Stock Exchange ☐ Nas	daq New York St	tock Exchange Shanghai Stock Exchange							
Shenzhen Stock Exchange Stoc	ck Exchange Of Hong Kong 🗌 Tokyo Stock	Exchange							
If other, describe:									
h) Size of issuer's assets									
Select the size of the issuer's assets base	ed on its most recently available annual finan	ncial statements (Canadian \$). If the issuer has not prepared annual							
financial statements for its first financial ye	ear, provide the size of the issuer's assets a 1 to under \$25M	t the distribution end date.							
\$100M to under \$500M\$50	0M to under \$1B \$1B or over								

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

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

a) Currency
Select the 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	End Date
2020-06-30	2020-07-02

c) Detailed purchaser information

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

Schedule1-Form45-105F1-Goldseek-06-30-07-02Closings.XLSX - 90 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		1,440,000.0000	0.2500	0.2500	360,000.0000			
Description of security: Non-Flow Through Units								
FTU		1,365,185.1900	0.2700	0.2700	368,600.0000			
Description of security: Flow-Through Units	Description of security: Flow-Through Units							
FTU		1,285,000.0000	0.3000	0.3000	388,500.0000			
Description of security: Flow-Through Units								

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 / Underlyi exchangeable securit		·			Expiry date (YYYY-MM-DD)	Conversion ratio		
security code	code		Lowest	Highest	(1111-WIW-00)			
WNT	T CMS 0.5000 0.5000		2022-06-30					
Describe other terms: Each Quebec FT Unit and FT Unit is comprised of one common share, which is a "flow-through" share for Canadian income (if applicable) tax purposes and one-half of one warrant (each whole, being a "Warrant") exercisable at \$0.50 per share until two years after								
WNT	WNT CMS 0.5000 0.5000			0.5000	2022-07-02			
Describe other terms: Each Quebec FT Unit and FT Unit is comprised of one common share, which is a "flow-through" share for Canadian income tax purposes and one-half of one warrant (each whole, being a "Warrant") exercisable at \$0.50 per share until two years after								

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	No. of unique purchasers ^{2a}	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	7	807,400.0000
Ontario	NI 45-106 2.5 [Family, friends and business associates]	2	32,000.0000

	7,		. ,				
British Columbia	NI 45-106 2.3 [Accredited investor]	10	125,900.0000				
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	3	7,500.0000				
Quebec	NI 45-106 2.3 [Accredited investor]	2	13,500.0000				
Quebec	NI 45-106 2.5 [Family, friends and business associates]	1	25,000.0000				
Alberta	NI 45-106 2.3 [Accredited investor]	2	30,800.0000				
Switzerland	NI 45-106 2.3 [Accredited investor]	1	75,000.0000				
	Total dollar amount of securiti						
	Total number of unique purchasers ^{2b}	28					

^{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 - COMPENSATIO	N INFORMATIO	ON				
Provide information for each pers connection with the distribution.	•	•				
Indicate whether any compensat ☐ No ☑ Yes	ion was paid, or will	be paid, in connection	n with the dis	tribution.		
PERSON 1						
a) Name of person compensa	ted and registratio	on status				
Indicate whether the person com ☐ No ✓ Yes	pensated is a regist	trant.				
If the person compensated is an Family name		he full legal name of ti en name		dary given names		
If the person compensated is not Full legal name of non-individual	an individual, provi	de the following inform	nation.	Firm NRD number	r (if applicable)	
Leede Jones Gable				5770	(п аррпоавто)	
Indicate whether the person com	pensated facilitated	the distribution throug	gh a funding	portal or an interne	t-based portal.	
b) Business contact information	on					
If a firm NRD number is not prov	rided in Item 8(a), pr	rovide the business co	ntact inform	ation of the person	being compensated.	
Street address	Municipa	ality	Province/Sta	ite	Postal/ZIP code	
Country	Telepho	ne number	Email addre	ss		
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 i	the meaning of "cor	ntrol" in section 1.4 of	NI 45-106 fc	r the purposes of c		
Insider of the issuer (other tha	ın 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 compensati in Canadian dollars. Include cas for services incidental to the dist about, or report on, internal alloc	h commissions, sec tribution, such as cle	urities-based compen erical, printing, legal o	sation, gifts, r accounting	discounts or other services. An issue	compensation. Do not re er is not required to ask fo	port payments r details
Cash commissions paid						
Value of all securities ✓ distributed as	0.0000	,		curity code2	Security code3	
compensation 4		Describe terms of warrant				
		20,230 iiildei waitaii	is @ 0.5 - LX	one June 30, 2023.		
Other compensation ⁵		Describe				
•						
Total compensation Paid	0.0000					_
Check box if the person will o	or may receive any o	deferred compensation	describe th	ne terms below)		

to acquire additional securities of the is: ⁵ Do not include deferred compensation.	-	ior air securities distir	Duteu	as compensation, includin	ig options, wa	irranis or othe	r rights exercisable
PERSON 2							
a) Name of person compensated and	l registratio	on status					
Indicate whether the person compensate ✓ No ☐ Yes							
If the person compensated is an individu	-	the full legal name of the name of the name	the in	dividual. Secondary given names			
				, ,			
If the person compensated is not an individual, provide the following information. Full legal name of non-individual Roche Securities Limited Firm NRD number (if applicable)							
Indicate whether the person compensate ✓ No ☐ Yes	ed facilitated	I the distribution throu	gh a t	unding portal or an interne	et-based porta	I.	
b) Business contact information							
If a firm NRD number is not provided in Street address	Item 8(a), p			t information of the person	being compe		
Suite 305, 36 Castle Frank Road	Toronto		Onta		M4W2Z7		
Country Telephone number Email address							
Canada	647720		froch	ne@rochesecuritiesItd.com	1		
c) Relationship to issuer or investme	ent fund ma	ınager					
☐ Insider of the issuer (other than an investment function or officer of the investment function details		•		✓ None of the above			
Provide details of all compensation paid in Canadian dollars. Include cash comm for services incidental to the distribution about, or report on, internal allocation as	issions, sec , such as cl	curities-based comper erical, printing, legal o	nsatio or acc	n, gifts, discounts or other counting services. An issue	compensation er is not requir	n. Do not repo red to ask for o	ort payments details
Cash commissions paid							
Value of all securities	0.0000	Security code1 WN	Т	Security code2	Secu	rity code3	
distributed as compensation 4		Describe terms of wa	arrant	s, options or other rights			
				\$0.30; 13,300 finder warra , 2023 and July 2, 2023 re		and 91,000 find	er warrants
Other compensation ⁵		Describe					
Total compensation Paid	0.0000						
Check box if the person will or may i	eceive any	deferred compensatio	n (de:	scribe the terms below)			
⁴ Provide the aggregate value of all secusecurities of the issuer. Indicate the secuto acquire additional securities of the issuer.	urity codes						

 $^{5}\,\mathrm{Do}$ 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

⁵ Do not include deferred compens	sation.						
PERSON 3							
a) Name of person compensate	ed and registration	on status					
Indicate whether the person comp ✓ No ☐ Yes	pensated is a regis	trant.					
If the person compensated is an in	ndividual, provide	the full legal name	of the individ	lual.			
Family name	First giv	en name	Se	condary given na	imes		
If the person compensated is not a	an individual, prov	ide the following in	nformation.				
Full legal name of non-individual				Firm NRD n	umber (if ap	plicable)	
6132987 Canada Inc.							
Indicate whether the person comp √ No Yes	ensated facilitated	I the distribution th	nrough a fund	ing portal or an ir	nternet-base	d portal.	
b) Business contact information	n						
If a firm NRD number is not provid	ded in Item 8(a), p	rovide the busines	ss contact infe	ormation of the p	erson being	compensated.	
Street address	Municip		Province	•	-	stal/ZIP code	
20 avenue Calvin	Candia	C	Quebec		J	5R4J8	
Country	Telepho	ne number	Email ac	Idress			
Canada	514996	4778	schoque	t@gmail.com			
c) Relationship to issuer or inv							
☐ Insider of the issuer (other than ☐ Director or officer of the investor d) Compensation details Provide details of all compensation in Canadian dollars. Include cash	nent fund or invest	ment fund manage	er identified in It		ection with the		
for services incidental to the distribution about, or report on, internal allocation	ibution, such as cl tion arrangements	erical, printing, leg s with the directors	gal or accoun	ting services. An	issuer is no	t required to asi	k for details
	630.0000	_				7	
Value of all securities distributed as		Security code1		Security code2		Security code	23
compensation ⁴		Describe terms o	of warrants, o	ptions or other rig	ghts		
Other compensation ⁵		Describe					
Total compensation Paid	630.0000						
Check box if the person will or	may receive any	I deferred compens	ation (describ	pe the terms belo	w)		
⁴ Provide the aggregate value of a securities of the issuer. Indicate to acquire additional securities of ⁵ Do not include deferred compensations.	he security codes the issuer.						

PERSON 4

Indicate whether the person compensated is a registrant. ☐ No ☑ Yes							
If the person compensated is an inc Family name	he full legal name of a		dary given names				
Tallily hame	T IISt give	enname	Secon	dary given names			
If the person compensated is not ar	n individual, provi	de the following infori	mation.	Firm NDD mumb or /	(if amplicable)		
Full legal name of non-individual				Firm NRD number (п аррисавіе)		
PI Financial Corp.							
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 provide	ed in Item 8(a), pr	ovide the business c	ontact inform	ation of the person be	eing compensated.		
Street address	Municipa	Municipality		Province/State		Postal/ZIP code	
Country	Telephoi	ne number	Email addre	SS			
c) Relationship to issuer or inve	estment fund ma	nager					
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 investment fund) Very None of the above Director or officer of the investment fund or investment fund manager							
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	8,454.0000						
Value of all securities		Security code1	Se	curity code2	Security code	э3	
distributed as compensation 4		Describe terms of w	arrants, optio	ns or other rights			_
Compensation							
☐ Other compensation ⁵		Describe					
Total compensation Paid	8,454.0000						
Check box if the person will or may receive any deferred compensation (describe the terms below)							
4 Drawide the	Languardi 11 / 11	utad as	n nucleur	ntions	the au whater each of	blo to '	delitio : I
⁴ Provide the aggregate value of all securities of the issuer. Indicate the to acquire additional securities of the ⁵ Do not include deferred compensa-	e security codes f he issuer.						

ITEM 9 – D	IRECTORS, 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	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	of issuer/underwriter/agent Goldseek Resources Inc.				
Full legal name - Family name First given r		name		Secondary given na	mes
Deluce	Jonathon				
Title		Telepho	ne number	Email address	
Chief Executive Officer		705267	4000	jdeluce@goldseekresources.com	
Signature Jonathon Deluce		Date	2020-07-09		

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		
Tang	Kathy	H.	Partner		
Name of company		Telephone number	Email address		
Miller Thomson LLP		6046431200	ktang@millerthomson.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.

EDR1594333679-317	2020-07-09 19:05:27.895
Submission ID	Date