Form 45-106F1 Report of Exempt Distribution

ITEM 1 - REPORT TYPE								
□ New report					1			
✓ Amended report If amer	Amended report If amended, provide filing date of report that is being amended 2021 06 03 (YYYY-MM-DD)							
ITEM 2 - PARTY CERTIFYING THI	E REPORT							
Indicate the party certifying the report (sell Instrument 81-106 Investment Fund Conti		-		estment fund, refer to section	on 1.1 of National			
☐ Investment fund issuer								
✓ Issuer (other than an inves	stment fund)							
Underwriter								
ITEM 3 - ISSUER NAME AND OT	HER IDENTIFIERS							
Provide the following information about th	ne issuer, or if the issuer is an in	nvestment fund, ab	out the fund.					
Full legal name	Ameriwest Lithium Inc							
Previous full legal name	Oakley Ventures Inc.							
If the issuer's name changed in the	e last 12 months, provide most	recent previous leg	gal name.					
Website			(if applicable	e)				
If the issuer has a legal entity identifier, pr	ovide below. Refer to Part B of	the Instructions for	the definition o	of "legal entity identifier".				
Legal entity identifier								
If two or more issuers distributed a single s	security, provide the full legal n	ame(s) of the co-is	suer(s) other th	an the issuer named above	:			
Full legal name(s) of co-issuer(s)			(if applicable	e)				
ITEM 4 - UNDERWRITER INFORM	MATION							
If an underwriter is completing the report,	provide the underwriter's full l	egal name and firm	n NRD number.					
Full legal name								
Firm NRD number		(if applicable)						
If the underwriter does not have a firm NR	D number, provide the head of	fice contact inform	ation of the un	derwriter.				
Street address								
Municipality		Pro	vince/State					
Country		Postal cod	de/Zip code					
Telephone number		j	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 0								
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the 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:								
c) SEDAR profile number								
Does the issuer have a SEDAR profile?								
No ✓ Yes If yes, provide SEDAR profile number 0 0 0 4 8 8 6 2								
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	ITEM 6 - INVESTMENT FUND ISSUER INFORMATION							
If the issuer is an inves	tment fund, provide the following information.							
a) Investment fund manager information								
Full legal name								
Firm NRD number	(if applicable)							
If the investment fund mand	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 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								
¹ 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	s5M to under \$25M s25M 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. Currency a) Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. US dollar ✓ Canadian dollar Euro Other (describe) 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 2021 05 28 2021 05 28

YYYY

MM

DD

c) Detailed purchaser information

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

DD

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 \$	
S	Securit code	,	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
U	В	s		Units comprised of one common share and one common share purchase warrant.	12,083,000.00	0.5000		6,041,500.00

e) Details of rights and convertible/exchangeable securities

YYYY

MM

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 Underlying security code		•	Exercise price (Canadian \$)		Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)			
						Lowest	Highest			
W	Z	Т	С	М	S	0.7500		2023-05-28		Warrants exercisable into a common share at C\$0.75 until May 28, 2023.

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 ² purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	12	234,000.00
Alberta	NI 45-106 2.5 [Family, friends and business associates]	1	150,000.00
British Columbia	NI 45-106 2.10 [Minimum amount investment]	2	500,000.00
British Columbia	NI 45-106 2.3 [Accredited investor]	79	3,196,500.00
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	2	125,000.00

Manitoba	NI 45-106 2.3 [Accredited investor]	1	20,000.00		
Ontario	NI 45-106 2.3 [Accredited investor]	11	646,000.00		
Australia	NI 45-106 2.3 [Accredited investor]	1	45,000.00		
Barbados	NI 45-106 2.3 [Accredited investor]	1	500,000.00		
Germany	NI 45-106 2.3 [Accredited investor]	1	25,000.00		
United Arab Emirates	NI 45-106 2.3 [Accredited investor]	1	170,000.00		
Hong Kong	NI 45-106 2.3 [Accredited investor]	1	100,000.00		
Paraguay	NI 45-106 2.3 [Accredited investor]	1	50,000.00		
Peru	NI 45-106 2.3 [Accredited investor]	2	60,000.00		
Switzerland	NI 45-106 2.3 [Accredited investor]	1	100,000.00		
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	30,000.00		
United States	United States NI 45-106 2.3 [Accredited investor]		90,000.00		
	Total dollar amount of securities distributed				
	Total number of unique purchasers ^{2b}	124			

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one 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	

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.

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)

^{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.

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.						
No ✓ Yes If yes, indicate number of persons compensated. 7						

a) Name of person compen	sated and registration	n status								
Indicate whether the person compensated is a registrant. No Ves										
If the person compensated is an inc	dividual, provide the na	me of the indivi	dual.							
Full legal name of individu	ıal									
	Family	name		First given	name		Seco	ndary given n	ames	_
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 appl	icable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.										
b) Business contact informa	ition									
If a firm NRD number is not provid	led in Item 8 (a), provid	e the business co	ontact inform	nation of the	person be	eing con	pensated.			
Street address										
Municipality					Province	/State				
Country				Postal	code/Zip	code				
Email address				Tele	phone nu	umber				
c) Relationship to issuer or	investment fund ma	nager	J							
Indicate the person's relationship we the Instructions and the meaning o			-				ning of "co	nnected" in	Part B(2) of	
Connect with the issuer			or the purpo. 		-		er than an	investment	fund)	
_		_				,			•	
Director or officer of the	nvestment fund of inve	estment tuna ma	anager	Emplo	yee or the	eissuer	or investme	ent fund mai	nager	
✓ 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 as clerical, printing, lego	sed compensational or accounting	n, gifts, disco services. An	ounts or othe issuer is not	er compen required	sation. L to ask fo	Do not repo	rt payments	for services	ıl
Cash commissions paid	24,500.00				Security of	code 1	Security co	ode 2 Secu	rity code 3	
Value of all securities distributed as compensation ⁴			Security code	es	W N	Т				
•	s of warrants, options	or other rights						entitles the		
Other compensation ⁵		Describe	to purcha:	se a Unit a	at \$0.75 p	ber Uni	tor until i	May 28, 20	23.	
Total compensation paid	24,500.00]								
Check box if the perso			npensation (describe the	e terms be	elow)				
45 : 1 1			, ,			., .				
⁴ Provide the aggregate value of a additional securities of the issuer. rights exercisable to acquire addition ⁵ Do not include deferred compens	Indicate the security of the i	odes for all sect								

a) Name of person compe	ensated and regis	tration status											
Indicate whether the person com	pensated is a regist	rant.		☐ No		√	Yes						
If the person compensated is an	individual, provide t	he name of the	individ	dual.									
Full legal name of indivi	dual												
		Family name			First	given i	name		Se	condary	given na	ımes	
If the person compensated is not	If the person compensated is not an individual, provide the following information.												
Full legal name of	of non-individual	Haywood Se	curitie	es Inc.									
Fir	m NRD number	1 6	3	0				(if a	oplicable)				
Indicate whether the person com	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Yes												
b) Business contact information													
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.													
Street address													
Municipality						F	Provin	ce/State	е				
Country					Р	ostal	code/2	Zip cod	е				
Email address		Telephone number											
c) Relationship to issuer or investment fund manager													
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part 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.													
Connect 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					ш		,						
d) Compensation details		d 4- 4b	: 4 4:	E - J ! 14	0(-) :-					Dunida	!! -::-		·
Provide details of all compensation Canadian dollars. Include cash co	ommissions, securiti	es-based compe	nsatio	n, gifts, di	scounts (or othe	er comp	pensation	n. Do not rej	port pay	ments f	for ser	rvices
incidental to the distribution, such allocation arrangements with the									for details o	ıbout, o	r report	on, ir	nternal
Cash commissions pai		00.00			compen	.satea			10 "				
Value of all securities							W	ity code 1 N T	 	code 2	Secur	rity cod	de 3
distributed as compensation			5	Security o	odes	L							
Describe te	rms of warrants, op	tions or other ri	ghts						oker warrai Init for unti				ler
Other compensation	5	Desc	cribe										
Total compensation paid	g 9,10	00.00											
Check box if the per	son will or may rece	eive any deferre	d com	npensatio	n (descri	ibe the	terms	below)					
⁴ Provide the aggregate value or	fall securities distri	huted as compo	neatic	n evelue	lina ontic	nne u	arranta	or other	r riahte over	rcieable	to see:	uire	
additional securities of the issue	er. Indicate the secu	ırity codes for a											r
rights exercisable to acquire ad 5Do not include deferred compe		ı uıc ıssucı.											

a) Name of person compensated and registration status									
Indicate whether the person compe	ensated is a registra	ınt.	☐ No	\checkmark	Yes				
If the person compensated is an inc	dividual, provide th	e name of the indivi	dual.						
Full legal name of individu	ıal								
	Fa	amily name	Firs	t given na	ame	Se	econdary given n	ames	
If the person compensated is not an individual, provide the following information.									
Full legal name of	non-individual	Research Capital	Corporation						
Firm	NRD number	3 0 7	0		(i	applicable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.									
b) Business contact information									
If a firm NRD number is not provid	led in Item 8 (a), pro	ovide the business c	ontact information	n of the p	person bein	g compensate	d.		
Street address									
Municipality				Р	rovince/St	ate			
Country			F	Postal c	ode/Zip c	ode			
Email address				Telepl	none num	ber			
c) Relationship to issuer or investment fund manager									
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part 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.									
Connect with the issuer or investment fund manager Connect 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 Employee of the issuer or investment fund manager Director or officer of the investment fund or investment fund manager Director or officer of the investment fund or investment fund manager Director or officer of the investment fund manager Director or officer of the investment fund or investment fund manager Director or officer of the investment fund or investment fund manager Director or officer of the investment fund manager Director or officer or o									
	Tive strictle fully of	investment rand m	anager	Linploy	cc or the is	suct of lifecst	ment runa mai	lagei	
✓ None of the above									
d) Compensation details									
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.									
Cash commissions paid	9,100	0.00			Security cod	e 1 Security	code 2 Secu	rity code 3	
Value of all securities distributed as compensation ⁴			Security codes		WN	Т			
•	s of warrants, opti	ons or other rights	18,200 broker						
Other compensation ⁵		Describe	to purchase a	Unit at	\$0.75 pe	Unit for unt	il May 28, 20	23.	
	0.100								
Total compensation paid 9,100.00									
Check box if the perso	n will or may receiv	ve any deferred cor	npensation (desci	ribe the 1	terms belov	v)			
⁴ Provide the aggregate value of a additional securities of the issuer. rights exercisable to acquire addit ⁵ Do not include deferred compens	Indicate the securitional securities of t	ity codes for all sec	on, <u>excluding</u> opti urities distributed	ions, wai as comp	rrants or oto Densation, <u>I</u>	her rights exel ncluding optio	rcisable to acq ons, warrants c	uire r other	

a) Name of person compensated	d and registration status								
Indicate whether the person compensated is a registrant. No Ves									
If the person compensated is an individu	al, provide the name of the indiv	idual.							
Full legal name of individual									
	Family name	First giver	n name	Secondary given names					
If the person compensated is not an individual, provide the following information.									
Full legal name of non-i	ndividual Leede Jones Gal	ole Inc.							
Firm NRD	number 5 7 7	0	(if ap	plicable)					
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves									
b) Business contact information									
If a firm NRD number is not provided in	Item 8 (a), provide the business o	ontact information of th	he person being co	mpensated.					
Street address									
Municipality			Province/State						
Country		Posta	al code/Zip code						
Email address		Tele	ephone number						
c) Relationship to issuer or investment fund manager									
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part 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.									
Connect 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									
Provide details of all compensation paid, Canadian dollars. Include cash commission incidental to the distribution, such as cleral allocation arrangements with the directo	ons, securities-based compensati ical, printing, legal or accounting	on, gifts, discounts or otl g services. An issuer is no	her compensation. ot required to ask f	Do not report payments for services					
Cash commissions paid	17,675.00		Security code 1	Security code 2 Security code 3					
Value of all securities distributed as compensation ⁴		Security codes	W N T						
'	warrants, options or other rights			ker warrant entitles the holder					
Other compensation ⁵	Describe	to purchase a Unit	at \$0.75 per Ur	nit for until May 28, 2023.					
Total compensation paid 17,675.00									
Check box if the person will	or may receive any deferred co	mpensation (describe th	he terms below)						
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.									

a) Name of person compe	nsated and regis	stration status									
Indicate whether the person compensated is a registrant. No Ves											
If the person compensated is an i	ndividual, provide t	the name of the in	dividual.								
Full legal name of individ	lual										
		Family name		First	given r	name		Sed	condary give	n name	s
If the person compensated is not an individual, provide the following information.											
Full legal name o	f non-individual	Canaccord Ge	nuity Corp								
Firm	m NRD number	9 0	0				(if ap	plicable)			
Indicate whether the person comp	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.										
b) Business contact information											
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.											
Street address											
Municipality					F	Provinc	ce/State	•			
Country				Р	ostal o	code/Z	Zip code	•			
Email address					Telep	hone	numbe	r			
c) Relationship to issuer or investment fund manager											
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part 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.											
Connect 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											
	, invostment rana (or invocament rand	manager	Ш.	Linplo	,00 01 1		7 01 11100011		lariage	21
d) Compensation details							1.1 .1		- '' "		
Provide details of all compensatio Canadian dollars. Include cash co- incidental to the distribution, such allocation arrangements with the	mmissions, securiti as clerical, printin	es-based compens g, legal or account	ation, gifts, ing services	discounts o . An issuer	or othe	r comp require	ensation d to ask	. Do not rep	ort paymei	nts for s	services
Cash commissions paid	41,58	80.00				Securit	y code 1	Security	rode 2 S	ecurity (rode 3
Value of all securities			Security	codes			N T	Security	code 2 3	Southly (Lode 3
distributed as compensation											
Describe ter	ms of warrants, op	otions or other righ						ker warrar nit for until			older
Other compensation ⁵		Descri	ре								
Total compensation paid	41,58	30.00									
Check box if the pers	on will or may rece	eive any deferred	compensat	ion (descri	ibe the	terms	below)				
⁴ Provide the aggregate value of											
additional securities of the issue rights exercisable to acquire add	ditional securities o		securities d	istributed a	as com	pensai	tion, <u>incl</u>	<u>uding</u> optioi	ns, warrant	s or oti	her
⁵ Do not include deferred comper	nsation.										

a) Name of person comper	sated and regis	tration statu	s									
Indicate whether the person comp	ensated is a regist	rant.		☐ No		\checkmark	Yes					
If the person compensated is an in	dividual, provide t	he name of th	e indivi	dual.								
Full legal name of individe	ual											
		Family name			First	given n	ame		Sec	ondary give	en name	S
If the person compensated is not an individual, provide the following information.												
Full legal name of	non-individual	Terra Cotta	Invest	ment Cou	ınsel In	IC.						
Firm	n NRD number	5 6	0	2	0			(if appl	icable)			
Indicate whether the person comp	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves											
b) Business contact information												
If a firm NRD number is not provid	ded in Item 8 (a), p	provide the bus	siness co	ontact infor	mation	of the p	person b	eing com	pensated.			
Street address												
Municipality						Р	rovince	e/State				
Country				ĺ	Po	ostal c	ode/Zip	o code				
Email address						Telep	hone n	umber				
c) Relationship to issuer or investment fund manager												
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part 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.												
Connect 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 Provide details of all compensation	naid or to be nai	d to the perso	n idanti	ified in Itan	2 9(a) in	conno	ction wit	th the dis	tribution	Provide al	Lamour	nts in
Canadian dollars. Include cash con incidental to the distribution, such	nmissions, securitie	es-based comp	ensatio	n, gifts, dis	counts o	or other	r compei	nsation. L	o not rep	ort payme	ents for s	services
allocation arrangements with the o									actutis at	boat, or re	port on,	uncinat
Cash commissions paid	28,7	70.00					Security	code 1	Security of	code 2	Security of	code 3
Value of all securities			5	Security co	des		W N	Т				
distributed as compensation ⁴ Describe terr	ns of warrants, op	tions or other	rights	57.540 l	oroker v	warrar	nts. Ead	ch broke	er warran	t entitles	the ho	older
			Ü						for until			
Other compensation ⁵		De	scribe									
Total compensation paid	28,77	70.00										
Check box if the person	on will or may rece	eive any defer	red con	npensation	(describ	be the	terms b	elow)				
⁴ Provide the aggregate value of a	all securities distrii	buted as comr	pensatio	on. excludi	na optio	ns. wa	rrants o	r other ric	ahts exerc	isable to	acauire	
additional securities of the issuer	⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer.											
⁵ Do not include deferred compen												

a) Name of person compensated and reg	istration status								
Indicate whether the person compensated is a regi	strant.	✓ No	Yes						
If the person compensated is an individual, provide the name of the individual.									
Full legal name of individual]				
	Family name	First giv	ven name	Secondary given names					
If the person compensated is not an individual, provide the following information.									
Full legal name of non-individua	Cascadia Industrie	s Ltd.							
Firm NRD number			(if appl	icable)					
Indicate whether the person compensated facilitate	ed the distribution throu	gh a funding portal o	or an internet-based p	ortal. No Yes					
b) Business contact information									
If a firm NRD number is not provided in Item 8 (a),	provide the business co	ntact information of	the person being com	pensated.					
Street address 590 – 1122 Main	land Street								
Municipality Vancouver			Province/State	British Columbia					
Country		Pos	stal code/Zip code	V6B 5L1					
Email address eschjelderup@g	mail.com	Te	elephone number	7785224105					
c) Relationship to issuer or investment fund manager									
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part 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.									
Connect 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 ma	nager	nployee of the issuer	or investment fund manager					
✓ None of the above									
d) Compensation details									
Provide details of all compensation paid, or to be p									
Canadian dollars. Include cash commissions, securi incidental to the distribution, such as clerical, printi					ı				
allocation arrangements with the directors, officers									
Cash commissions paid 120,	000.00		Security code 1	Security code 2 Security code 3					
Value of all securities	===	Security codes							
distributed as compensation ⁴		,							
Describe terms of warrants, o	options or other rights								
Other compensation⁵	Describe								
Total compensation paid 120,0	00.00								
Check box if the person will or may re	ceive any deferred com	pensation (describe	e the terms below)						
⁴ Provide the aggregate value of all securities dist	ributed as compensatio	n, excludina options	s, warrants or other rid	hts exercisable to acquire					
additional securities of the issuer. Indicate the serights exercisable to acquire additional securities	curity codes for all secu								
⁵ Do not include deferred compensation.									

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER						
If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.										
Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).										
✓ Reporting issuer in any juris	Reporting issuer in any jurisdiction of Canada									
Foreign public issuer										
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶										
Provide name of reporting issuer										
Wholly owned subsidiary of a foreign public issuer ⁶										
Provide name of foreign public issuer										
Issuer distributing only eligil	ble foreign securities	and the distribution	n is to permitted clie	ents only ⁷				_		
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	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 issuer is none of the above, check this box and complete Item 9(a) - (c).										
a) Directors, executive officers and promoters of the issuer Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or										
territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.										
Organization or company name	Family name	First given name	Secondary given		ation of ual or ail n of ual	Relationship to is (select all that ap				
				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		0			
c) Residential address of eac	h 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 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	Ameriwest Lithium Inc.					
Full legal name	Eskandari	Saman				
	Family name	First given name		Seconda	ary given na	ames
Title	CFO					
Telephone number	6047823510 Email address info@ameriwestlithiu					m
Signature	"Saman Eskandari"	Date	2021	06	08	
			YYYY	MM	DD	

TEM 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 individua	al certifying the report									
Full legal name				Title						
	Family name	First given name	Secondary given names							
Name of company										
Telephone number		En	nail address							

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.