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

ITEM 1 – REPOR	T TYPE							
TIEW I - KEFOK								
✓ New report								
Amended report	If amended, provide	Submission ID of report that is	being amended:	(Example: EDR1234567890-12	23)			
· · · · · · · · · · · · · · · · · · ·								
ITEM 2 – PARTY	CERTIFYING TH	IE REPORT						
			arding whether an issuer is an inve the companion policy to NI 81-106.					
✓ Issuer (Other than		a commucac Biociocare and	and companion policy to 141 of 100.					
Underwriter								
Onderwriter								
ITEM 3 – ISSUER	R NAME AND OT	HER IDENTIFIERS						
Provide the following	information about the	issuer, or if the issuer is an ir	nvestment fund, about the fund.		ļ			
Full legal name								
Prismo Metals Inc.								
Previous full legal nan	ne If the issuer's nam	e changed in the last 12 mon	ths, provide most recent previous le	egal name.				
Website (if applicable)							
www.prismometals.co	om							
If the issuer has a leg	al entity identifier, pro	vide below. Refer to Part B of	the Instructions for the definition o	f "legal entity identifier".				
Legal entity identifier								
Did two or more so in	avana diatributa a sina	le security? ✓ No ☐ Yes						
	suers distribute a sinç	, , — —						
	-	ecurity, provide the full legal na	ame(s) of the co-issuer(s) other tha	n the issuer named above.				
Full legal name(s) of c	o-issuer(s)				_			
ITEM 4 – UNDER	WRITER INFOR	MATION						
If an underwriter is co	mpleting the report of	rovide the underwriter's full led	gal name and firm NRD number.					
Full legal name	mproung the report, pr	ovido uno direciminor o ram rog	garname and mm rate nameor.					
Does the Underwriter	s Firm have an NRD N	lumber? Firm NRD n	umber					
No ☐ Yes								
If the underwriter doe	s not have a firm NRΓ	number provide the head of	ice contact information of the unde	rwriter				
Street address	If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter. Street address Municipality Province/State Postal/ZIP code							
		-13						
Country		Telephone number	Website (if applicable)					
- ,		F	[[

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							
212220							
	dicate the stage of operations. This does not apply to issuers that best describes the issuer's stage of operations. ction	s that provide services to issuers operating in					
	all or substantially all of its assets in any of the following? If rcial/business debt Consumer debt Private companies	•					
b) Number of employees							
√ 0 - 49	or more						
c) SEDAR profile number							
Does the issuer have a <u>SEDAR</u> profile? ☐ No ☑ Yes	screenshot of	SEDAR profile is a "private" profile, please provide a the issuer's profile by e-mail to filings@osc.gov.on.ca					
d) Head office address	If the issuer does no	t have a SEDAR profile, complete Item 5(d) – (h).					
Street address	Municipality Province/State	Postal/ZIP code					
Country	Telephone number						
e) Date of formation and financial year	r-end						
Date of formation	Financial year-end						
f) Reporting issuer status							
Is the issuer a reporting issuer in any juriso ☐ No ☐ Yes	diction of Canada?						
If yes, select the jurisdictions of Canada in							
LAII LAB LBC LMB	NB NL NT						
NS NU ON PE	∐QC ∐SK ∐YT						
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 equity securities s, for example, an automated trading system.	primarily trade. Provide only the name of an					
Exchange name: Not Applicable Torc	onto Stock Exchange TSX Venture Exchange	Canadian Securities Exchange					
Aequitas Neo Exchange Aus	stralian Securities Exchange Deutsche Boerse	Euronext					
London Stock Exchange	sdaq New York Stock Exchange	Shanghai Stock Exchange					
Shenzhen Stock Exchange Stoc	ck Exchange Of Hong Kong 🗌 Tokyo Stock Exchange	OTHER					
If other, describe:							
h) Size of issuer's assets							
financial statements for its first financial ye	ed on its most recently available annual financial statements ear, provide the size of the issuer's assets at the distribution to under \$25M						
	OM to under \$1B						

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchaser 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 repo	
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
2021-12-22	2021-12-22

c) Detailed purchaser information

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

2021-12-31 NI45-106F1Schedule1 Prismo Metals Inc.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		
UNT	74275P107	3,366,666.0000	0.3000		1,009,999.8000		
Description of security: Units, consisting of one common share and one half of a share purchase warrant. Each whole warrant exercisable into one co							

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Convertible / exchangeable	Underlying security		e price dian \$)	Expiry date (YYYY-MM-DD)	Conversion ratio		
security code	code	Lowest	Highest	(1111 WIW 66)			
WNT	CMS	0.4500		2023-12-22	Each warrant entitles the holder to purchase one common shall		
Describe other terms: A total of 1,683,333 warrants (if applicable) issued to investors as part of							

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]	4	130,399.8000	
Quebec	Existing Security Holder Exemption	1	18,000.0000	
Saskatchewan	NI 45-106 2.3 [Accredited investor]	1	9,999.9000	
British Columbia	NI 45-106 2.3 [Accredited investor]	11	625,010.1000	
Bahamas	NI 45-106 2.3 [Accredited investor]	1	185,000.1000	
Chile	NI 45-106 2.3 [Accredited investor]	1	30,000.0000	
Alberta	Existing Security Holder Exemption	1	11,589.9000	
	1,009,999.8000			

Total number of unique purchasers^{2b} 20

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

^{2b}In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

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

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

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

√ Not Applicable

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

ITEM 8 - COMPENSATION	N INFORMATIO	ON				
Provide information for each pers connection with the distribution.						
Indicate whether any compensati ☐ No ☑ Yes	ion was paid, or will	be paid, in connection	n with the dis	tribution.		
PERSON 1						
a) Name of person compensat	ted and registration	on status				
Indicate whether the person com ☐ No ☑ Yes	pensated is a regisi	trant.				
If the person compensated is an Family name	•	he full legal name of t en name		dary given names		
If the person compensated is not	an individual, provi	de the following inforn	nation.	Cinn NDD avent	or (if applicable)	
Full legal name of non-individual Echelon Wealth Partners Inc.				32420	er (if applicable)	
		l de a distribution de con				
Indicate whether the person com	pensated facilitated	the distribution throug	gn a tunding _l	oortai or an intern	iet-based portai.	
b) Business contact information	on					
If a firm NRD number is not provi	ided in Item 8(a), pi	rovide the business co	ontact informa	ation of the perso	n being compensated.	
Street address	Municip	ality	Province/Sta	te	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 in	the meaning of "co	ntrol" in section 1.4 of	NI 45-106 fo	r the purposes of		า.
Insider of the issuer (other tha	n an investment fun	d)	✓ None	of the above		
Director or officer of the invest			_			
d) Compensation details						
Provide details of all compensation Canadian dollars. Include cast for services incidental to the distraction of the distractio	h commissions, sec ribution, such as cle	urities-based compen erical, printing, legal c	sation, gifts, or accounting	discounts or othe services. An issu	er compensation. Do no uer is not required to as	ot report payments sk for details
Cash commissions paid	13,200.0000					
Value of all securities	13,200.0000	Security code1 WN	Γ Sec	curity code2	Security code	e3
✓ distributed as compensation ⁴		Describe terms of wa	arrants, option	ns or other rights		
compensation		44,000 Finder's warr common share of the share for two years,	e company at	an exercise price	e of \$0.30 per	
Other compensation ⁵		Describe				
Total compensation Paid	26,400.0000					
Check box if the person will o	or may receive any o	deferred compensation	n (describe th	e terms below)		

to acquire additional securities of ⁵ Do not include deferred compensations.	the issuer.	or an occurrace distri	batoa ao oom	pondation, morading	optiono, variante or ou	ior riginio oxorologico
PERSON 2						
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 Family name	• •	the full legal name of the name		dary given names		
If the person compensated is not a	an individual, provi	de the following infor	mation.			
Full legal name of non-individual PI Financial Corp				Firm NRD number (5290	(if applicable)	
Indicate whether the person comp ✓ No ☐ Yes	pensated facilitated	I the distribution throu	igh a funding		based portal.	
b) Business contact information	n					
If a firm NRD number is not provid Street address	ded in Item 8(a), pi Municip		ontact informa	•	eing compensated. Postal/ZIP code	
Country	Telepho	ne number	Email addre	ss		
c) Relationship to issuer or inv	vestment fund ma	nager				
Part B(2) of the Instructions and to Connected with the issuer or in Insider of the issuer (other than Director or officer of the investment of the investme	evestment fund man	nager nd)	Emp		mpleting this section. r investment fund manag	ger
d) Compensation details						
Provide details of all compensation Canadian dollars. Include cash for services incidental to the distrabout, or report on, internal allocations.	commissions, sec ibution, such as cl	curities-based comper erical, printing, legal o	nsation, gifts, or accounting	discounts or other c services. An issuer	ompensation. Do not repis is not required to ask fo	oort payments r details
Cash commissions paid	15,050.0100					
✓ Value of all securities distributed as	15,050.0100	Security code1 WN Describe terms of w		curity code2	Security code3	
compensation ⁴		50,167 Finder's warr common share of th share for two years,	e company at	an exercise price of		
Other compensation ⁵		Describe				
Total compensation Paid	30,100.0200					
Check box if the person will or	r may receive any o	deferred compensatio	on (describe th	ne terms below)		
⁴ Provide the aggregate value of a securities of the issuer. Indicate to acquire additional securities of	he security codes i					

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

^o Do not include deferred compen	isation.						
PERSON 3							
a) Name of person compensat	ed and registration	on status					
Indicate whether the person comp	pensated is a regis	trant.					
the person compensated is an i	individual, provide t	he full legal name	of the ind	ividual.			
amily name	First giv	en name		Secondary given na	mes		
the person compensated is not	an individual, provi	de the following in	formation.				
ull legal name of non-individual				Firm NRD n	umber (if ap	pplicable)	
aywood Securities Inc.				1630			
ndicate whether the person comp No Yes	pensated facilitated	the distribution th	rough a fu	ınding portal or an iı	nternet-base	ed portal.	
o) Business contact information	on						
a firm NRD number is not provi	ided in Item 8(a), p	rovide the busines	s contact	information of the p	erson being	compensated.	
treet address	Municip	ality	Provir	nce/State	Р	ostal/ZIP code	
Country	Telepho	ne number	Email	address			
c) Relationship to issuer or in	vostment fund ma	nagor					
Director or officer of the investor	ment fund or investi	ment fund manage	er .				
Provide details of all compensation in Canadian dollars. Include cast for services incidental to the distra about, or report on, internal alloca	n commissions, sec ribution, such as cl	urities-based com erical, printing, leg	pensation gal or acco	, gifts, discounts or ounting services. An	other comp	ensation. Do not ot required to ask	report payments for details
Cash commissions paid	1,050.0000						
Value of all securities		Security code1		Security code2		Security code	3
distributed as		, ·	f warrants	, options or other rig	L ahts		
compensation ⁴				, , ,	<i>y</i>		
Other compensation ⁵		Describe					
Total compensation Paid	1,050.0000						
Charle have if the marrow will a			ation (dee)		
Check box if the person will o	ir may receive any o	deferred compensa	ation (desi	cribe the terms belo	w)		
⁴ Provide the aggregate value of a securities of the issuer. Indicate to to acquire additional securities of ⁵ Do not include deferred compen	the security codes if the issuer.						

PERSON 4

Indicate whether the person comp ☐ No ✓ Yes	pensated is a regisi	trant.					
If the person compensated is an i	individual, provide t	he full legal name of	the individua	al.			
Family name	First giv	ven name Secondary given names					
If the person compensated is not	an individual, provi	de the following infori	nation.				
Full legal name of non-individual				Firm NRD number (i	f applicable)		
Red Cloud Securities Inc.				62810			
Indicate whether the person comp √No Yes	pensated facilitated	the distribution throu	gh a funding	g portal or an internet-b	ased portal.		
b) Business contact information	on						
If a firm NRD number is not provi	ided in Item 8(a), pr	rovide the business c	ontact inforr	nation of the person be	eing compensated.		
Street address	Municip	ality	Province/S	tate	Postal/ZIP code		
Country	Telepho	ne number	Email addr	ess			
a) Polationahin to icquar or in	veetment fund me	unagar					
c) Relationship to issuer or in	vesiment tuna ma	mager					
Indicate the person's relationship Part B(2) of the Instructions and a Connected with the issuer or ir Insider of the issuer (other that	the meaning of "coinvestment fund man	ntrol" in section 1.4 on nager d)	NI 45-106		npleting this section	7.	
d) Compensation details							
Provide details of all compensation Canadian dollars. Include cash for services incidental to the distrabout, or report on, internal allocations.	n commissions, sec ribution, such as cle	urities-based comper erical, printing, legal o	nsation, gifts or accountin	s, discounts or other co g services. An issuer is	mpensation. Do no s not required to as	t report paymer k for details	
✓ Cash commissions paid	13,749.9900						
Value of all securities	14,799.9000	Security code1 WN	T S	ecurity code2	Security code	93	
distributed as	·	Describe terms of wa	arrants, opti	ons or other rights]
compensation ⁴		49,333 Finder's warr common share of th share for two years,					
Other compensation ⁵		Describe					
Total compensation Paid	28,549.8900						
Check box if the person will o	r may receive any o	deferred compensatio	n (describe	the terms below)			
⁴ Provide the aggregate value of a securities of the issuer. Indicate to acquire additional securities of ⁵ Do not include deferred compensations.	the security codes t f the issuer.						

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER					
Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).					
Reporting	Reporting issuer in any jurisdiction of Canada				
☐ Foreign p	Foreign public 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				
-	Provide name 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			
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.					
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

to the extent required, complete.			
Name of issuer/underwriter/agent	Prismo Metals Inc.		
Full legal name - Family name	First given n	ame	Secondary given names
Miranda	Salvador		
Title		Telephone number	Email address
Chief Financial Officer and Corpora	ate Secretary	604 925 2839	salvador.miranda@prismometals.com
Signature Salvador Miranda		Date 2021-12-31	

ITEM 11 - CONTACT PERSON

· ·	tact information for the individual the of this report, if different than the ind	9	rity or regulator may contact with any m 10.
✓ Same as individual certifying the	report		
Full legal name - Family name	First given name	Secondary given names	Title
Name of company		Telephone number E	mail 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 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.

EDR1640984210-761	2021-12-31 16:00:08.299
Submission ID	Date