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

ITEM 1 – REPORT TYPE							
New report							
✓ Amended report If amended, prov	vide Submission ID of report that is	being amended: E	DR1640984210-761	(Example: EDR1234567890-123)			
, , , , , , , , , , , , , , , , , , ,							
ITEM 2 - PARTY CERTIFYING	THE REPORT						
Indicate the party certifying the report (National Instrument 81-106 Investment	, , ,	•		refer to section 1.1 of			
☑ Issuer (Other than an investment fur	nd)						
Underwriter							
ITEM 3 – ISSUER NAME AND	OTHER IDENTIFIERS						
Provide the following information abou Full legal name	t the issuer, or if the issuer is an in	vestment fund, abo	ut the fund.				
Prismo Metals Inc.							
Previous full legal name If the issuer's	name changed in the last 12 mont	ths, provide most red	cent previous legal name.				
Website (if applicable)							
www.prismometals.com							
If the issuer has a legal entity identifier	; provide below. Refer to Part B of	the Instructions for	the definition of "legal entity	ridentifier".			
Legal entity identifier							
Did two or more co-issuers distribute a	single security? Vo Yes						
If two or more issuers distributed a sing	le security, provide the full legal na	ame(s) of the co-issu	uer(s) other than the issuer	named above.			
Full legal name(s) of co-issuer(s)							
ITEM 4 – UNDERWRITER INF	ORMATION						
If an underwriter is completing the repo	rt, provide the underwriter's full leg	al name and firm NF	RD number.				
Does the Underwriter's Firm have an NRD Number? No Yes Firm NRD number							
If the underwriter does not have a firm Street address	NRD number, provide the head off Municipality	ice contact informati Province/State	on of the underwriter. Postal/ZIP	code			
Country	Telephone number	Website (if applica	able)				

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									
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 Production Production Development Production Development Production Development Production Development Production Development Production Development Developmen									
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 ✓ N/A									
b) Number of employees									
☑ 0 - 49 ☐ 50 - 99 ☐ 100 - 499 ☐ 500	or more								
c) SEDAR profile number									
Does the issuer have a <u>SEDAR</u> profile ? ☐ No ✓ Yes	If yes, provide SEDAR profile 00049537	screenshot of th	EDAR profile is a "private" profile, please provide a ne issuer's profile by e-mail to lings@osc.gov.on.ca						
d) Head office address		If the issuer does not	have a SEDAR profile, complete Item 5(d) – (h).						
Street address	Municipality	Province/State	Postal/ZIP code						
Country	Telephone number	1							
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 jurisi	diction of Canada?								
If yes, select the jurisdictions of Canada in	which the issuer is a reportin	•							
NS NU ON PE	□QC □SK □YT								
g) Public listing status									
Does the issuer have a CUSIP number?	CUSIP number (provide firs	st 6 digits only)							
│									
exchange and not a trading facility such a			orimarily trade. Provide only the name of an						
Exchange name: Not Applicable Tord	onto Stock Exchange	TSX Venture Exchange	Canadian Securities Exchange						
Aequitas Neo Exchange Aus	tralian Securities Exchange	Deutsche Boerse	Euronext						
London Stock Exchange Nas	daq	New York Stock Exchange	Shanghai Stock Exchange						
Shenzhen Stock Exchange Sto	ck Exchange Of Hong Kong [Tokyo Stock Exchange	OTHER						
If other, describe:									
h) Size of issuer's assets									
Select the size of the issuer's assets base financial statements for its first financial ye			Canadian \$). If the issuer has not prepared annual end date.						
	1 to under \$25M	\$25M to under \$100M							
\$100M to under \$500M\$50	0M to under \$1B	\$1B or over							

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):

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.

2022-01-06 NI45-106F1Schedule1 Prismo Metals Inc - Updated.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	Single or lowest price	Highest price	Total amount			
UNT	74275P107	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 on						

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	able security (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio	
H	security code code		Lowest	Highest	(1111 MINI 88)	
	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 Exemption relied on		No. of unique purchasers ^{2a}	Total amount (Canadian \$)			
Ontario	NI 45-106 2.3 [Accredited investor]	4	130,399.8000			
Quebec	NI 45-106 2.3 [Accredited investor]	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			
	Total dollar amount of securities distributed					
	21-					

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.

h)	h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.								
mat in th In C an e	distribution has occurred in Saskatchewan, Onta erials that are required under the prospectus exe nose jurisdictions. Intario, if the offering materials listed in the table electronic version of the offering materials that ha lot Applicable	mption relied on to	o be filed with e filed with or	or delivered to the secur	ities regulatory authority or regulator Securities Commission (OSC), attach				
	Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename				

 \square Y \square N

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

1.

Provide information for each person (as defined in NI 45-108) to whom the issuer directly provides, or will provide, any compensated. Indicate whether any compensation was paid, or will be paid, in connection with the distribution. Indicate whether any compensation was paid, or will be paid, in connection with the distribution. Indicate whether the person compensated is a registrant. If the person compensated is an individual, provide the full legal name of the individual. Family name First given name Secondary given names Secondary given names Secondary given names Firm NRD number (if applicable) Echelon Wealth Partners Inc. Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Indicate whether the person rempensated facilitated the distribution through a funding portal or an internet-based portal. Indicate whether the person rempensated facilitated the distribution through a funding portal or an internet-based portal. Indicate whether the person removes the funding portal or an internet-based portal. Indicate whether the person relationship with the distribution through a funding portal or an internet-based portal. Postal ZIP code Occurry Telephone number Enail address Occurry Telephone number Enail address Indicate the person relationship with the issuer or investment fund manager Indicate the person relationship with the i	ITEM 8 – COMPENSATIO	N INFORMATIC	DN				
PPERSON 1 a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. No ☑ Yes If the person compensated is an individual, provide the full legal name of the individual. Family name First given name Secondary given names Firm NRD number (if applicable) Echelon Wealth Partners Inc. Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No ☐ Yes No ☐		•	•		·	• •	
a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. No ∑ Yes If the person compensated is an individual, provide the full legal name of the Individual. Family name First given name Secondary given names Secondary given names First given name Secondary given names Firm NRD number (If applicable) Eight legal name of non-individual Echelon Wealth Partners Inc. 32420		on was paid, or will	be paid, in connection	with the dist	ibution.		
Indicate whether the person compensated is a registrant. No	PERSON 1						
No ✓ Yes	a) Name of person compensat	ted and registratio	n status				
Family name First given name Secondary given names		pensated is a regist	rant.				
If the person compensated is not an individual, provide the following information. Full legal name of non-individual Firm NRD number (if applicable) Echelon Wealth Partners Inc. 32420		•	=				
Full legal name of non-individual Echelon Wealth Partners Inc. 32420	Family name	First give	en name	Second	ary given names		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes	·	an individual, provid	de the following informa		Firm NRD number <i>(if</i>	applicable)	
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 Province/State Postal/ZIP code Country Telephone number Email address Conditionship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) None of the above Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund or investment fund manager Or officer of the investment fund manager Or officer of the investment fund manager Or officer of the investment fund in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Incl	Echelon Wealth Partners Inc.				32420		
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address Municipality Province/State Postal/ZIP code Country Telephone number Email address Indicate the person's relationship with the issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Insider of the issuer (other than an investment fund or investment fund manager 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 payments and incident arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid 13,200.0000 Security code1 WNT Security code2 Security code3 Describe terms of warrants, options or other rights 44,000 Finder's warrants were issued, exercisable into one common share of the company at an exercise price of \$0.30 per share for two years, expiring on December 22, 2023		pensated facilitated	the distribution through	h a funding p	ortal or an internet-ba	ased portal.	
Street address Municipality Province/State Postal/ZIP code Country Telephone number Email address Indicate the person's relationship with the issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Employee of the issuer or investment fund manager Insider of the issuer (other than an investment fund) None of the above Director or officer of the investment fund or investment fund manager 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 13,200.0000 Security code1 WNT Security code2 Security code3 Describe terms of warrants, options or other rights At4,000 Finder's warrants were issued, exercisable into one common share of the company at an exercise price of \$0.30 per share for two years, expiring on December 22, 2023	b) Business contact information	on					
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. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) None of the above Director or officer of the investment fund or investment fund manager 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 13,200.0000 Value of all securities distributed as compensation 4 Describe terms of warrants, options or other rights Describe terms of warrants, options or other rights At,000 Finder's warrants were issued, exercisable into one common share of the company at an exercise price of \$0.30 per share for two years, expiring on December 22, 2023	·				•	-	
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. Connected with the issuer or investment fund manager Image: Imag							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) None of the above Director or officer of the investment fund or investment fund manager 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 13,200.0000 Value of all securities distributed as compensation 4 Value of all securities distribution as compensation on the rights 44,000 Finder's warrants, options or other rights At,000 Finder's warrants were issued, exercisable into one common share of the company at an exercise price of \$0.30 per share for two years, expiring on December 22, 2023	Country	Telephor	ne number E	Email addres	S		
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) None of the above Director or officer of the investment fund or investment fund manager 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 13,200.0000 Value of all securities distributed as compensation 4 Value of all securities distribution as compensation on the rights 44,000 Finder's warrants, options or other rights At,000 Finder's warrants were issued, exercisable into one common share of the company at an exercise price of \$0.30 per share for two years, expiring on December 22, 2023	e) Polationship to issuer or in	vostment fund ma	nagor				
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 13,200.0000 13,200.	Part B(2) of the Instructions and Connected with the issuer or in Insider of the issuer (other than	the meaning of "corn nvestment fund man n an investment fund	ntrol" in section 1.4 of Nager	NI 45-106 for	the purposes of compyee of the issuer or i	pleting this section	
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 Value of all securities distributed as compensation Describe terms of warrants, options or other rights 44,000 Finder's warrants were issued, exercisable into one common share of the company at an exercise price of \$0.30 per share for two years, expiring on December 22, 2023	d) Compensation details						
Value of all securities distributed as compensation 4 Describe terms of warrants, options or other rights 44,000 Finder's warrants were issued, exercisable into one common share of the company at an exercise price of \$0.30 per share for two years, expiring on December 22, 2023	in Canadian dollars. Include cash for services incidental to the disti	n commissions, sec ribution, such as cle	urities-based compens erical, printing, legal or	ation, gifts, o	liscounts or other con services. An issuer is	npensation. Do not not required to asi	t report payments k for details
distributed as compensation ⁴ Describe terms of warrants, options or other rights 44,000 Finder's warrants were issued, exercisable into one common share of the company at an exercise price of \$0.30 per share for two years, expiring on December 22, 2023	Cash commissions paid						
compensation 4 44,000 Finder's warrants were issued, exercisable into one common share of the company at an exercise price of \$0.30 per share for two years, expiring on December 22, 2023	/	13,200.0000			,	Security code	3
Other compensation ⁵ Describe			44,000 Finder's warra common share of the	nts were issu	ed, exercisable into on the exercise price of \$		
I I	Other compensation ⁵		Describe				
Total compensation Paid 26,400.0000	Total compensation Paid	26,400.0000					
Check box if the person will or may receive any deferred compensation (describe the terms below)	Check box if the person will o	or may receive any c	deferred compensation	(describe the	e terms below)		

PERSON 2					
a) Name of person compensa	ted and registratio	n status			
Indicate whether the person com No ✓ Yes	pensated is a regist	rant.			
If the person compensated is an	individual, provide t	he full legal name o	of the inc	dividual.	
Family name	First giv	en name		Secondary given names	
f the person compensated is not	an individual, provi	de the following infe	ormation		
Full legal name of non-individual				Firm NRD number ((if applicable)
PI Financial Corp				5290	
Indicate whether the person com √No Yes	pensated facilitated	the distribution thr	ough a f	unding portal or an internet-l	based portal.
b) Business contact information	on				
If a firm NRD number is not prov	ided in Item 8(a), pı	rovide the business	contact	information of the person b	eing compensated.
Street address	Municip	ality	Provi	nce/State	Postal/ZIP code
Country	Telepho	ne number	Emai	l address	
c) Relationship to issuer or in	vestment fund ma	ınager			
Insider of the issuer (other tha	.n an investment fun		[/ Name of the order	
Director or officer of the invest		•		✓ None of the above	
d) Compensation details Provide details of all compensation Canadian dollars. Include cast for services incidental to the dist about, or report on, internal alloc	on paid, or to be pa h commissions, sec	ment fund manager id, to the person id curities-based comperical, printing, lega	entified lensation	in Item 8(a) in connection wi n, gifts, discounts or other co ounting services. An issuer i	ith the distribution. Provide all amounts ompensation. Do not report payments is not required to ask for details idual compensated by the issuer.
d) Compensation details Provide details of all compensation Canadian dollars. Include casion services incidental to the distabout, or report on, internal alloc	on paid, or to be pa h commissions, sec	ment fund manager id, to the person id curities-based comperical, printing, legal with the directors,	entified lensation	in Item 8(a) in connection wi n, gifts, discounts or other co ounting services. An issuer i	ompensation. Do not report payments is not required to ask for details
d) Compensation details Provide details of all compensation Canadian dollars. Include cast for services incidental to the distrabout, or report on, internal allocation Cash commissions paid Value of all securities	on paid, or to be pa h commissions, sec ribution, such as cle ation arrangements	id, to the person id urities-based comperical, printing, legal with the directors,	entified of the sensation alor according of the sensation according to the sensation and sensation are sensation as a sensation are sensation are sensation as a	in Item 8(a) in connection wi n, gifts, discounts or other co ounting services. An issuer i	ompensation. Do not report payments is not required to ask for details
d) Compensation details Provide details of all compensation Canadian dollars. Include cash for services incidental to the distrabout, or report on, internal allocodes. Cash commissions paid	on paid, or to be pa h commissions, sec ribution, such as cle ation arrangements	ment fund manager id, to the person id curities-based comp erical, printing, legal with the directors, Security code1 W Describe terms of	lentified opensation alor accordingers VNT warrants	in Item 8(a) in connection wing gifts, discounts or other conditions are incommented in the conting services. An issuer of a non-individual security code2 Security code2 s, options or other rights	ompensation. Do not report payments is not required to ask for details idual compensated by the issuer. Security code3
d) Compensation details Provide details of all compensation Canadian dollars. Include cast for services incidental to the distrabout, or report on, internal allocation Cash commissions paid Value of all securities distributed as	on paid, or to be pa h commissions, sec ribution, such as cle ation arrangements	ment fund manager id, to the person id curities-based comperical, printing, legal with the directors, Security code1 W Describe terms of 50,167 Finder's w common share of	dentified opensation alor accommends of the comments with the comments of the	in Item 8(a) in connection wing gifts, discounts or other concerning services. An issuer of a non-individual security code2	ompensation. Do not report payments is not required to ask for details idual compensated by the issuer. Security code3
d) Compensation details Provide details of all compensation Canadian dollars. Include cast for services incidental to the distrabout, or report on, internal allocation Cash commissions paid Value of all securities distributed as	on paid, or to be pa h commissions, sec ribution, such as cle ation arrangements	ment fund manager id, to the person id curities-based comperical, printing, legal with the directors, Security code1 W Describe terms of 50,167 Finder's w common share of	dentified opensation alor accommends of the comments with the comments of the	in Item 8(a) in connection win, gifts, discounts or other counting services. An issuer for employees of a non-individual Security code2 Security code2 s, options or other rights were issued, exercisable intopany at an exercise price of	ompensation. Do not report payments is not required to ask for details idual compensated by the issuer. Security code3
d) Compensation details Provide details of all compensation Canadian dollars. Include casifor services incidental to the distribute, or report on, internal allocation Cash commissions paid Value of all securities distributed as compensation 4	on paid, or to be pa h commissions, sec ribution, such as cle ation arrangements	ment fund manager id, to the person id urities-based comperical, printing, legal with the directors, Security code1 W Describe terms of 50,167 Finder's w common share of share for two year	dentified opensation alor accommends of the comments with the comments of the	in Item 8(a) in connection win, gifts, discounts or other counting services. An issuer for employees of a non-individual Security code2 Security code2 s, options or other rights were issued, exercisable intopany at an exercise price of	ompensation. Do not report payments is not required to ask for details idual compensated by the issuer. Security code3
d) Compensation details Provide details of all compensation Canadian dollars. Include cast or services incidental to the distribute, or report on, internal allocation Cash commissions paid Value of all securities distributed as compensation 4	on paid, or to be pa h commissions, sec ribution, such as cle ation arrangements	ment fund manager id, to the person id urities-based comperical, printing, legal with the directors, Security code1 W Describe terms of 50,167 Finder's w common share of share for two year	dentified opensation alor accommends of the comments with the comments of the	in Item 8(a) in connection win, gifts, discounts or other counting services. An issuer for employees of a non-individual Security code2 Security code2 s, options or other rights were issued, exercisable intopany at an exercise price of	ompensation. Do not report payments is not required to ask for details idual compensated by the issuer. Security code3
d) Compensation details Provide details of all compensation Canadian dollars. Include cast for services incidental to the distration, or report on, internal allocation of the compensation of the compensation. Value of all securities distributed as compensation.	ion paid, or to be paid commissions, sectoribution, such as cleation arrangements 15,050.0100 15,050.0100 30,100.0200	ment fund manager id, to the person id curities-based comperical, printing, legal with the directors, Security code1 W Describe terms of 50,167 Finder's w common share of share for two year Describe	dentified opensation alor accommendation officers VNT warrants w	in Item 8(a) in connection win, gifts, discounts or other counting services. An issuer for employees of a non-individual Security code2 s, options or other rights were issued, exercisable into pany at an exercise price of the ng on December 22, 2023	ompensation. Do not report payments is not required to ask for details idual compensated by the issuer. Security code3

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 comper	sation.				
PERSON 3					
a) Name of person compensati	ted and registrat	ion status			
Indicate whether the person com ☐ No ☑ Yes	pensated is a regi	strant.			
If the person compensated is an	individual, provide	the full legal name of t	he individual.		
Family name	-	iven name	Secondary given names		
If the person compensated is not	an individual, pro	vide the following inforr	mation.		
Full legal name of non-individual			Firm NRD numbe	er (if applicable)	
Haywood Securities Inc.			1630		
Indicate whether the person com	oensated facilitate	a the distribution throu	gn a funding portal or an intern	et-based portai.	
b) Business contact information	on				
If a firm NRD number is not provi			•	- ·	
Street address	Munic	pality	Province/State	Postal/ZIP code	
0			For all address		
Country	relepr	one number	Email address		
c) Relationship to issuer or in	vestment fund n	nanager			
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or in Insider of the issuer (other that Director or officer of the invest d) Compensation details Provide details of all compensation in Canadian dollars. Include cash for services incidental to the distabout, or report on, internal allocations and compensations.	the meaning of "c nvestment fund m n an investment fu ment fund or inves on paid, or to be p n commissions, se ribution, such as o	ontrol" in section 1.4 of anager and street fund manager and, to the person identification because the street funds and the securities of the street funds and the securities of the street funds and the securities of the security of the se	EMI 45-106 for the purposes of Employee of the issued None of the above tified in Item 8(a) in connection asation, gifts, discounts or other accounting services. An issued in the services of a non-inconstant of the services o	completing this section. To rinvestment fund manager with the distribution. Provide a r compensation. Do not report er is not required to ask for det dividual compensated by the is.	all amounts payments tails
Value of all securities distributed as		Security code1	Security code2	Security code3	
compensation ⁴		Describe terms of wa	arrants, options or other rights		
Other compensation ⁵		Describe			
Total compensation Paid	1,050.000	0			
Check box if the person will of the control of the aggregate value of securities of the issuer. Indicate to acquire additional securities of Do not include deferred compensations.	all securities distri the security codes f the issuer.	buted as compensation	n, excluding options, warrants o		
PERSON 4					
a) Name of person compensati	ted and registrat	ion status			

No ✓ Yes If the person compensated is an in	ndividual. provide t	he full legal name of	the individua	al.				
Family name	•	en name		 ndary given naı	mes			
If the person compensated is not	an individual, provi	de the following infor	mation.					
Full legal name of non-individual					umber <i>(if app</i>	olicable)		
Red Cloud Securities Inc.				62810				
Indicate whether the person comp √ No	ensated facilitated	the distribution throu	ıgh a fundin	g portal or an in	ternet-based	l portal.		
b) Business contact information	n							
If a firm NRD number is not provid Street address	ded in Item 8(a), pi Municip		contact information of the contact information o	-	_	compensated. stal/ZIP code		
Country	Telepho	ne number	Email addı	ess				
c) Relationship to issuer or inv	vestment fund ma	nager						
Connected with the issuer or in Insider of the issuer (other than Director or officer of the investred) Compensation details Provide details of all compensation Canadian dollars. Include cash for services incidental to the distre	n an investment fun ment fund or investr on paid, or to be pa	d) ment fund manager id, to the person ider urities-based compe	ntified in Iten	ne of the above	ction with the	nsation. Do not re	vide all amou eport paymer	
about, or report on, internal alloca Cash commissions paid	ation arrangements							
<u>.</u>	13,749.9900		·= 0			0 " 10		1
✓ Value of all securities ✓ distributed as	14,799.9000			ecurity code2	.1.4	Security code3		
compensation ⁴		Describe terms of w 49,333 Finder's war common share of th share for two years,	rants were i	ssued, exercisa at an exercise	ble into one price of \$0.30) per		
Other compensation ⁵		Describe						
Total compensation Paid	28,549.8900							
Check box if the person will o	r may receive any	ı deferred compensatio	on (describe	the terms below	w)			
S. SS. SS. II die person will o		and sompondant	(2000)	251110 20101	···/			
⁴ Provide the aggregate value of a securities of the issuer. Indicate to acquire additional securities of ⁵ Do not include deferred compen	he security codes t the issuer.							

ITEM 9 – DIRECTORS, EXECUTIVE O	FFICERS AND PROMOTERS O	FINE ISSUEK								
Indicate whether the issuer is any of the following	(select the one that applies - if more than	n one applies, select only one).								
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										
Issuer distributing only eligible foreign securiti	es and the distribution is to permitted clie	ents only ⁷								
If the issuer is at least one of the above, d										
⁶ An issuer is a wholly owned subsidiary of a n securities that are required by law to be owned										
⁷ Check this box if it applies to the current dist	tribution even if the issuer made previous	s distributions of other types of securities								
clients. Refer to the definitions of "eligible fore		rt B(1) of the Instructions.								
☐ If the issuer is none of the above, check the										
a) Directors, executive officers and promoters	s of the issuer									
Provide the following information for each director,	•		he province or							
territory, otherwise state the country. For "Relation	isriip to issuer , D – Director, O – Exe	cutive Officer, P - Promoter.	Relationship to							
Individual? Organization or company na	Family name me First given name	Business location of non-individual or residential	issuer							
organization of company ha	Secondary given name	jurisdiction of individual	(select all that apply)							
TY TN										
h) Promotor information		'								
b) Promoter information										
If the promoter listed above is not an individual, pr within Canada, state the province or territory, othe										
within canada, state the province of termory, other		The promoter , B. Birector, C. Exect	Relationship to							
Organization or company name	Family name First given name	Residential jurisdiction	promoter							
	Secondary given name	of individual	(select one or both if applicable)							
			□D □O							
			1							
c) Residential address of each individual		•								
	a field manifold and decrease from a cold of the	wished listed in Hear O(s) and (h)								
Complete <u>Schedule 2</u> of this form providing the attach to the completed report. Schedule 2 also	∍ านแ residential address for each indiv o requires information to be provided ก	nauai listed in item 9(a) and (b) and 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	Prismo Metals Inc.					
Full legal name - Family name Fire		First given name			condary given names	
Miranda Salvador		or				
Title		Teleph	Telephone number E		Email address	
Chief Financial Officer and Corporate Secretary		604 92	604 925 2839		r.miranda@prismometals.com	
Signature Salvador Miranda		Date	2022-01-06			
ITEM 11 - CONTACT PERS	SON					
HEM H GONIACI I ENC						

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		
Name of company		Telephone number	Email 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.

EDR1640984210-802	2022-01-06 17:37:01.248	
Submission ID	Date	