# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9661183

ITEM 1 - REPORT TYPE					
✓ New report					
Amended report If amended, provide filing date of report that is being amended (YYYY-MM-DD)					
ITEM 2 - PARTY CERTIF	g the Report				
	ort (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of Natior d Continuous Disclosure and the companion policy to NI 81-106.	nal			
Investment fund i	er				
✓ Issuer (other than	investment fund)				
ITEM 3 - ISSUER NAME					
	about the issuer, or if the issuer is an investment fund, about the fund. name Basin Uranium Corp.	7			
Previous full le					
If the issuer's name ch	ed in the last 12 months, provide most recent previous legal name.				
	Website (if applicable)				
If the issuer has a legal entity i	ifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".				
Legal entity	ntifier				
If two or more issuers distribut	single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.				
Full legal name(s) of co	uer(s) (if applicable)				
ITEM 4 - UNDERWRITER					
If an underwriter is completing the report, provide the underwriter's full legal name and firm NRD number.           Full legal name					
Firm NRD number	(if applicable)				
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.					
Street address					
Municipality	Province/State				
Country	Postal code/Zip code				
Telephone number	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 9 1				
If the issuer is in the <b>mining industry</b> , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.				
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: 🗹 0 - 49 🗌 50 - 99 🗌 100 - 499 🗌 500 or more				
c) SEDAR profile number				
Does the issuer have a SEDAR profile?				
No       ✓ Yes       If yes, provide SEDAR profile number       0       0       0       5       0       4       8       6				
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				
YYYY MM DD 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
S100M to under \$500M	S500M to under \$1B	\$1B or over

If the issue is an investment fund, provide the following information:         a) Investment fund manager information         Full legal name					
Full legal name					
Firm NRD number (if applicable)   If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.   Street address Municipality   Province/State					
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 County Postal code/Zip code County Telephone number Postal code/Zip code Do Type of investment fund Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Do Type of investment fund that most accurately identifies the issuer (select only one). Do Money market De Quity De County De C					
Street address   Municipality   Country   Postal code/Zip code   Telephone number   Website (if applicable) <b>b</b> Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most mestment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive and objective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive and objective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive Investment fund issuers Is a UCITS Fund' Under the investment fund issuers Is a UCITS Fund' VYYY MM DD Indicate whether one or both of the investment fund Is a UCITS Fund' Is a UCITS Fund' VYYY MM DD Is a not objective Investment fund Is a UCITS Funds Is a UCITS Fund' VYYY MM DD Is a not objective Investment fund Is a not objective Investment fund is a reporting issuer. Is a NB NB NL NC NC Is a ND ON PE QC SK					
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CUSIP number					
name of an exchange and not a trading facility such as, for example, an automated trading system					
name of an exchange and not a trading facility such as, for example, an automated trading system.					
Exchange name					
f) Net asset value (NAV) of the investment fund					
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).					
L L \$\the under \$\mathbf{S}M \qquad L \qquad \mathbf{S}M \text{ to under \$\mathbf{S}M \qquad  to					
\$0 to under \$5M       \$5M to under \$25M       \$25M to under \$100M         \$100M to under \$500M       \$500M to under \$1B       \$1B or over       Date of NAV calculation:					

# ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

purchasers resident in that jurisd connection with the distribution, Schedule 1 of the report.	nada completes a distribution in a juris liction of Canada only. Do not include i which must be disclosed in Item 8. The	n Item 7 securities iss	ued as payment o	f commissions or fi	nder's fees in		
a) Currency							
Select the currency or currencies	in which the distribution was made. All	l dollar amounts prov	ided in the report	must be in Canadi	an dollars.		
✓ Canadian dollar	US dollar Euro	Other (descri	ibe)				
b) Distribution date(s)							
as both the start and end dates. distribution period covered by th		distributed on a conti	inuous basis, inclu	de the start and en			
Start da	<sup>ate</sup> 2021 11 05	End o	<sup>late</sup> 2021	11 05			
	YYYY MM DD		YYYY	MM DD			
c) Detailed purchaser info	ormation						
Complete Schedule 1 of the	is form for each purchaser and a	ittach the schedul	e to the compl	eted report.			
d) Types of securities dist	ributed						
	n for all distributions reported on a per JSIP number, indicate the full 9-digit Cl				ow to indicate the		
				Canadian \$			
Security CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount		
C M S 07012B		7,144,661.	00 0.350	0 0.3500	2,500,631.85		
e) Details of rights and co	onvertible/exchangeable securities	i					
were distributed, provide the con	ons) were distributed, provide the exercis nversion ratio and describe any other te		-	•	xchangeable securities		
Convertible / exchangeable Underlying security code security code	Exercise price (Canadian \$) Lowest Highest	Expiry date (YYYY- MM-DD)	Conversion ratio Describe other items (if applicable)				
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 o	Number of uniq purchasers		mount (Canadian \$)			
Alberta	NI 45-106 2.3 [Accredited inv		8	304,999.70			
British Columbia	NI 45-106 2.5 [Family, friends associates]		1	150,500.00			
British Columbia	NI 45-106 2.3 [Accredited investor]			24	1,369,511.50		
Ontario	NI 45-106 2.3 [Accredited investor]			10	393,570.65		
Thailand	NI 45-106 2.3 [Accredited inv	vestor]		1	87,500.00		
Germany	NI 45-106 2.3 [Accredited inv	vestor]		1	120,050.00		
Hong Kong	NI 45-106 2.3 [Accredited inv	vestor]		1	24,500.00		

Switzerland	NI 45-106 2.3 [Accredited investor]	1	50,000.00
	2,500,631.85		
	Total number of unique purchasers <sup>2b</sup>	47	

<sup>2a</sup> In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

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

#### 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.<sup>3</sup> 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	

<sup>3</sup>"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)

ITEM 8 - COMPENSATION	NFORMATION
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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. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>					
Indicate whethe	er any compensatio	n was paid, or will be paid, in connection with the distribution.			
🗌 No	✓ Yes	If yes, indicate number of persons compensated.	8		

a) Name of person com	pensated and registrati	on status					
Indicate whether the person co	mpensated is a registrant.		No No	✓ Ye	s		
If the person compensated is a	n individual, provide the n	ame of the indivi	dual.				
Full legal name of indi	vidual						
	Famil	y name	Fire	st given name		Secondary	y given names
If the person compensated is n	-	-					
Full legal name	e of non-individual Hay	/wood Securitie	es Inc.				
F	Firm NRD number				(if appl	icable)	
Indicate whether the person co	mpensated facilitated the	distribution throu	igh a funding por	tal or an inte	ernet-based p	ortal.	🖌 No 🗌 Yes
b) Business contact info	rmation						
If a firm NRD number is not pr	ovided in Item 8 (a), provid	le the business co	ontact informatio	n of the pers	on being com	pensated.	
Street address	700-200 Burrard St						
Municipality	Vancouver			Prov	ince/State	British Colu	mbia
Country	Canada			Postal code	e/Zip code	V6C 3L6	
Email address				Telephon	ne number		
c) Relationship to issuer	or investment fund ma	anager	-			L	
Indicate the person's relationsh						ning of "connec	cted" in Part B(2) of
the Instructions and the mean	-		or the purposes o				
	uer or investment fund ma	inager		Insider of tr	ne issuer (oth	er than an inve	stment fund)
Director or officer of	the investment fund or inv	estment fund ma	anager	Employee of	of the issuer of	or investment fu	und manager
✓ None of the above							
d) Compensation details	>						
Provide details of all compensa Canadian dollars. Include cash							
incidental to the distribution, su	uch as clerical, printing, leg	al or accounting	services. An issue	er is not requ	ired to ask fo		
allocation arrangements with t	-		individual compe	ensated by th	ne issuer.		
Cash commissions p	aid 31,217.8	3		Sec	urity code 1	Security code 2	Security code 3
Value of all securiti distributed as compensation		5	Security codes	W	N T		
Describe terms of warrants, options or other rights 95,193 warrants to purchase common shares at an exercise price of \$0.70 for a period of two years.							
Other compensation	on⁵	Describe			<b>,</b>		
Total compensation pa	aid 31,217.83	3					
Check box if the person will or may receive any deferred compensation (describe the terms below)							
				•		- + +	
<sup>4</sup> Provide the aggregate value additional securities of the iss	ouer. Indicate the security of	codes for all sect					
rights exercisable to acquire a <sup>5</sup> Do not include deferred com		issuer.					

a) Name of person com	pensated and registra	ation status				
Indicate whether the person co	mpensated is a registrar	nt.	No No	🖌 Yes	S	
If the person compensated is a	n individual, provide the	name of the indivi	dual.			
Full legal name of indi	vidual					
	Far	nily name	Firs	st given name		Secondary given names
If the person compensated is n		-				
Full legal name	e of non-individual	I Financial Corp.				
Firm NRD number (if applicable)						
Indicate whether the person co	mpensated facilitated th	e distribution throu	ugh a funding por	tal or an inte	ernet-based p	ortal. 🖌 No 🗌 Yes
b) Business contact info	rmation					
If a firm NRD number is not pr	ovided in Item 8 (a), pro	vide the business co	ontact informatio	n of the persc	on being com	pensated.
Street address	1900-666 Burrard St	treet				
Municipality	Vancouver			Provi	nce/State	British Columbia
Country	Canada			Postal code	Zip code	V6C 3N1
Email address			]	Telephone	e number	
c) Relationship to issuer	or investment fund r	nanager				
Indicate the person's relationsh the Instructions and the meani						ning of "connected" in Part B(2) of
	uer or investment fund r					er than an investment fund)
		-			·	
	the investment fund or i	nvestment fund ma	anager	Employee o	f the issuer o	or investment fund manager
✓ None of the above						
d) Compensation details	>					
Canadian dollars. Include cash	commissions, securities- Ich as clerical, printing, l	based compensatic egal or accounting	on, gifts, discounts services. An issue	s or other com er is not requi	npensation. D red to ask for	ribution. Provide all amounts in 10 not report payments for services 1 details about, or report on, internal
Cash commissions p	aid			Seci	urity code 1	Security code 2 Security code 3
Value of all securiti			Security codes	W	N T	
distributed as compensation <sup>4</sup>						
			price of \$0.70			
Other compensation	yn⁵	Describe				
Total compensation pa	aid					
Check box if the person will or may receive any deferred compensation (describe the terms below)						
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the securit additional securities of th	y codes for all sec				

a) Name of person com	pensated and regist	ration status					
Indicate whether the person co	mpensated is a registro	int.	No v	∕ Yes			
If the person compensated is a	n individual, provide th	e name of the individ	dual.				
Full legal name of indi	vidual						
	Fa	amily name	First giver	n name	Secondary given names		
If the person compensated is n	ot an individual, provid	e the following infor	mation.				
Full legal name	e of non-individual	Research Capital	Corporation				
F	Firm NRD number			(if app	licable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves							
b) Business contact info	rmation						
If a firm NRD number is not pr	ovided in Item 8 (a), pr	ovide the business co	ontact information of th	ne person being con	npensated.		
Street address	1920-1075 Georgia	a Street					
Municipality	Vancouver			Province/State	British Columbia		
Country	Canada		Posta	I code/Zip code	V6E 3C9		
Email address			Tele	ephone number			
c) Relationship to issuer	or investment fund	manager					
Indicate the person's relationsh the Instructions and the meani					aning of "connected" in Part B(2) of		
	uer or investment fund		· · · ·	-	ner than an investment fund)		
		-					
	the investment fund or	investment fund ma	anager Empi	loyee of the issuer	or investment fund manager		
None of the above							
d) Compensation details	3						
Canadian dollars. Include cash	commissions, securities Ich as clerical, printing,	-based compensatio legal or accounting	n, gifts, discounts or otl services. An issuer is no	her compensation. I ot required to ask fo	tribution. Provide all amounts in Do not report payments for services or details about, or report on, internal		
Cash commissions p	aid 3,720	00.0		Security code 1	Security code 2 Security code 3		
Value of all securiti distributed as compensation		s	Security codes	W N T			
	terms of warrants, opti	ions or other rights			on shares at an exercise		
Other compensation	n <sup>5</sup>	Describe	price of \$0.70 for a				
Total compensation pa							
			pensation (describe th	ne terms helow)			
	erson will of may recei		ipensation (describe ti	le terms below)			
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the secur additional securities of	ity codes for all secu			ghts exercisable to acquire <u>ding</u> options, warrants or other		

a) Name of person com	pensated and registration	on status					
Indicate whether the person co	mpensated is a registrant.		No No	🖌 Yes	6		
If the person compensated is a	n individual, provide the na	me of the indivi	dual.				
Full legal name of indi	vidual						
	Family	name	Firs	st given name	I	Secondary g	jiven names
If the person compensated is n	ot an individual, provide the	e following infor	mation.				
Full legal name	e of non-individual Res	earch Capital	Corporation				
F	Firm NRD number				(if appl	icable)	
Indicate whether the person co	ompensated facilitated the a	listribution throu	ıgh a funding por	tal or an inte	rnet-based p	ortal. 🗸	] No 🗌 Yes
b) Business contact info	rmation						
If a firm NRD number is not pr	ovided in Item 8 (a), provid	e the business co	ontact information	n of the perso	n being com	pensated.	
Street address	110-9th Avenue S.W.,	9th Floor					
Municipality	Calgary			Provir	nce/State	Alberta	
Country	Canada		F	Postal code	Zip code	T2P 0T1	
Email address				Telephone	e number		
c) Relationship to issuer	or investment fund mai	nager	1				
Indicate the person's relationsh the Instructions and the meani						ning of "connecte	d" in Part B(2) of
	uer or investment fund mar					er than an invest	ment fund)
		-					
	the investment fund or inve	estment fund ma		Employee of	r the issuer (	or investment fun	a manager
None of the above							
d) Compensation details							
Provide details of all compensa Canadian dollars. Include cash							
incidental to the distribution, su	ich as clerical, printing, lego	al or accounting	services. An issue	r is not requii	red to ask fo		
allocation arrangements with the Cash commissions p		-	inaiviauai compe	nsatea by the	e issuer.		
		7			rity code 1	Security code 2	Security code 3
Value of all securiti distributed as compensation			Security codes	W	NT		
Describe	terms of warrants, options	or other rights	6,857 warrant of \$0.70 for a			n shares at an o	exercise price
Other compensation	on <sup>5</sup>	Describe					
Total compensation pa	aid 2,400.00						
Check box if the pe	erson will or may receive a	┘ ny deferred con	npensation (desc	ribe the term	s below)		
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the security c additional securities of the i	odes for all sect					

a) Name of person com	pensated and regist	ration status						
Indicate whether the person co	mpensated is a registro	ant.	No No	✓ Yes				
If the person compensated is a	n individual, provide th	e name of the individ	dual.					
Full legal name of indi	vidual							
	F	amily name	First giv	ven name	Secondary given names			
If the person compensated is n	ot an individual, provid	le the following infor	mation.					
Full legal name	e of non-individual	Canaccord Genuit	y Corp.					
F	Firm NRD number			(if app	licable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves								
b) Business contact info	rmation							
If a firm NRD number is not pr	ovided in Item 8 (a), pr	ovide the business co	ontact information of	the person being cor	npensated.			
Street address	2200-609 Granville	Street						
Municipality	Vancouver			Province/State	British Columbia			
Country	Canada		Pos	tal code/Zip code	V7Y 1H2			
Email address			Te	elephone number				
c) Relationship to issuer	or investment fund	manager						
					aning of "connected" in Part B(2) of			
the Instructions and the meani	-		· · ·					
	uer or investment fund	-			her than an investment fund)			
Director or officer of	the investment fund or	r investment fund ma	anager 🗌 Em	ployee of the issuer	or investment fund manager			
✓ None of the above								
d) Compensation details	3							
Canadian dollars. Include cash	commissions, securitie	s-based compensatio	n, gifts, discounts or a	other compensation.	stribution. Provide all amounts in Do not report payments for services or details about, or report on, internal			
allocation arrangements with th					of details about, of report on, anternat			
Cash commissions p	aid 14,70	0.00		Security code 1	Security code 2 Security code 3			
Value of all securiti distributed as compensation		s	Security codes	W N T				
	terms of warrants, opt	ions or other rights			non shares at an exercise			
		Describe	price of \$0.70 for	r a period of two ye	ears.			
Other compensatio								
Total compensation pa	aid 14,70	0.00						
Check box if the pe	erson will or may recei	ve any deferred com	pensation (describe	e the terms below)				
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the secu additional securities of	rity codes for all secu			ights exercisable to acquire <u>ding</u> options, warrants or other			

a) Name of person comp	pensated and regist	ration status					
Indicate whether the person co	mpensated is a registro	ant.	No No	✓ Yes			
If the person compensated is a	n individual, provide th	ne name of the indivi	dual.				
Full legal name of indiv	vidual						
	F	amily name	First	t given name	Secondary given names		
If the person compensated is n	ot an individual, provid	le the following infor	mation.				
Full legal name	of non-individual	Leede Jones Gab	le Inc.				
F	Firm NRD number			(if a	pplicable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves							
b) Business contact info	rmation						
If a firm NRD number is not pr	ovided in Item 8 (a), pr	ovide the business co	ontact information	of the person being o	compensated.		
Street address	800-1140 West Pe	nder Street					
Municipality	Vancouver			Province/Stat	e British Columbia		
Country	Canada		] P	ostal code/Zip cod	e V6E 4G1		
Email address			]	Telephone numbe	er		
c) Relationship to issuer	or investment fund	manager					
Indicate the person's relationsh the Instructions and the meani					neaning of "connected" in Part B(2) of		
	uer or investment fund		· · ·		other than an investment fund)		
		-					
	the investment fund o	investment lund ma		Employee of the issu	er or investment fund manager		
✓ None of the above							
d) Compensation details	;						
Canadian dollars. Include cash	commissions, securities ich as clerical, printing	s-based compensatio , legal or accounting	n, gifts, discounts services. An issuer	or other compensation is not required to ask	distribution. Provide all amounts in n. Do not report payments for services r for details about, or report on, internal		
Cash commissions p	aid			Security code 1	Security code 2 Security code 3		
Value of all securition distributed as compensation			Security codes	W N T			
	terms of warrants, opt	ions or other rights		ts to purchase con for a period of two	nmon shares at an exercise		
Other compensation	on⁵	Describe					
Total compensation pa	aid						
Check box if the pe	erson will or may recei	ive any deferred con	npensation (descr	ibe the terms below)			
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the secu additional securities of	rity codes for all secu			r rights exercisable to acquire luding options, warrants or other		

a) Name of person com	pensated and registrat	ion status					
Indicate whether the person co	mpensated is a registrant		No [	✓ Yes			
If the person compensated is a	n individual, provide the r	name of the indivi	dual.				
Full legal name of indi	vidual						
	Fami	ly name	First give	en name	Secondary given names		
If the person compensated is n	ot an individual, provide t	he following infor	mation.				
Full legal name	e of non-individual Ric	hardson Wealt	h				
F	Firm NRD number			(if appl	icable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🗹 No 🗌 Yes							
b) Business contact info	rmation						
If a firm NRD number is not pr	ovided in Item 8 (a), provi	de the business co	ontact information of a	the person being com	npensated.		
Street address	145 King Street West	, Suite 1400					
Municipality	Toronto		]	Province/State	Ontario		
Country	Canada		Post	al code/Zip code	M5H 1J8		
Email address			] Te	elephone number			
c) Relationship to issuer	or investment fund m	anager					
Indicate the person's relationsh the Instructions and the mean					nning of "connected" in Part B(2) of		
	uer or investment fund m		· · ·		ner than an investment fund)		
Director or officer of	the investment fund or in	vestment fund ma	anager 🗍 Em	ployee of the issuer	or investment fund manager		
✓ None of the above			° L '		C C		
d) Compensation details	3						
Provide details of all compensa Canadian dollars. Include cash	tion paid, or to be paid, to commissions, securities-b ich as clerical, printing, le	ased compensatic gal or accounting	on, gifts, discounts or o services. An issuer is r	other compensation. L not required to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal		
Cash commissions p	aid			Security code 1	Security code 2 Security code 3		
Value of all securiti distributed as compensation			Security codes	W N T			
	terms of warrants, option	s or other rights	8,580 warrants to of \$0.70 for a peri		n shares at an exercise price		
Other compensation	on⁵	Describe					
Total compensation pa	aid						
Check box if the p	erson will or may receive	 any deferred con	npensation (describe	the terms below)			
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred com	uer. Indicate the security additional securities of the	codes for all sect			ghts exercisable to acquire <u>ling</u> options, warrants or other		

a) Name of person com	pensated and registration status						
Indicate whether the person co	ompensated is a registrant.	□ No ✓ Yes					
If the person compensated is a	an individual, provide the name of the indivi	idual.					
Full legal name of indi	ividual						
	Family name	First given name	Secondary given names				
If the person compensated is n	not an individual, provide the following info	rmation.					
Full legal name	e of non-individual Red Cloud Mining	g Capital					
Firm NRD number (if applicable)							
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.							
b) Business contact info	ormation						
If a firm NRD number is not pr	rovided in Item 8 (a), provide the business c	ontact information of the person being co	mpensated.				
Street address	483 Bay Street, South Tower, Suite	200					
Municipality	Toronto	Province/State	Ontario				
Country	Canada	Postal code/Zip code	M5G 2N7				
Email address		Telephone number					
c) Relationship to issue	r or investment fund manager						
	hip with the issuer or investment fund man ing of "control" in section 1.4 of NI 45-106						
	suer or investment fund manager		ther than an investment fund)				
	the investment fund or investment fund m	anager	r or investment fund manager				
✓ None of the above			or intestinent fund manager				
Canadian dollars. Include cash incidental to the distribution, su	<b>s</b> ation paid, or to be paid, to the person ident commissions, securities-based compensation uch as clerical, printing, legal or accounting the directors, officers or employees of a non	on, gifts, discounts or other compensation. services. An issuer is not required to ask f	Do not report payments for services				
Cash commissions p	paid	Security code 1	Security code 2 Security code 3				
Value of all securiti distributed as compensati		Security codes W N T					
Describe	terms of warrants, options or other rights	51,429 warrants to purchase comr price of \$0.35 for a period of two y					
Other compensation	on <sup>5</sup> Describe	[					
Total compensation p	aid						
Check box if the p	berson will or may receive any deferred cor	npensation (describe the terms below)					
additional securities of the iss	e of all securities distributed as compensati suer. Indicate the security codes for all sec additional securities of the issuer. opensation.						

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER									
If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.									
Indicate whether the issuer is any o	f the following (seled	ct the one that appli	es - if more than one	applies, select onl	y one).				
<ul><li>Reporting issuer in any juris</li></ul>	✓ Reporting issuer in any jurisdiction of Canada								
Foreign public issuer	Foreign public issuer								
Wholly owned subsidiary of	a reporting issuer i	n any jurisdiction of	Canada <sup>6</sup>						
Provide nar	ne of reporting issue	ər						]	
Wholly owned subsidiary of	a foreign public iss	suer <sup>6</sup>							
Provide name of	foreign public issue	er							
Issuer distributing only eligi	ble foreign securitie	s and the distributio	n is to permitted clie	ents only <sup>7</sup>					
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (	c). Proceed to Item	10.					
<sup>6</sup> 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. <sup>7</sup> 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.									
a) Directors, executive officer	s and promoters	of the issuer							
Provide the following information for territory; otherwise state the country.						tate the	province	or	
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individu resident jurisdictio individu	ual or ail n of		onship to ct all that		
				Province or	country	D	0	Р	
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	pany name Family name First given name Secondary given names Residential Jurisdiction of individual Relationship to pro								
				Province or	D		0		
				country					
				country					

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	Basin Uranium Corp.							
Full legal name	Ма							
	Family name		Seconda	ary given na	mes			
Title	Director							
Telephone number	6043630411	Email address	kevin@c	vin@calibrecapital.ca				
Signature	"Kevin Ma" Date		2021	11	15			
			YYYY	MM	DD			

#### **ITEM 11- CONTACT PERSON**

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name				Title	
·	Family name	First given name	Secondary given names		
Name of company					
Telephone number		Er	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.