Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9982210

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 CERTIFYING THE REPORT							
Indicate the party certifying the report (select only one). For guida Instrument 81-106 Investment Fund Continuous Disclosure and t	dance regarding whether an issuer is an investment fund, refer to section 1.1 of National						
☐ Investment fund issuer	the companion policy to Ni O1 100.						
✓ Issuer (other than an investment fund)							
Underwriter							
ITEM 3 - ISSUER NAME AND OTHER IDENTIFIERS							
Provide the following information about the issuer, or if the issuer							
Full legal name Basin Uranium C	Corp.						
Previous full legal name							
If the issuer's name changed in the last 12 months, provid	ride most recent previous legal name.						
Website	(if applicable)						
If the issuer has a legal entity identifier, provide below. Refer to Po	Part B of the Instructions for the definition of "legal entity identifier".						
Legal entity identifier							
If two or more issuers distributed a single security, provide the full	ull legal name(s) of the co-issuer(s) other than the issuer named above.						
Full legal name(s) of co-issuer(s)	(if applicable)						
In the second se							
ITEM 4 - UNDERWRITER INFORMATION							
If an underwriter is completing the report, provide the underwriter	er'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)						

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 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					
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 9 1 If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Mortgages Real estate Commercial/business debt Consumer debt Private companies Cryptoassets					
NAICS industry code 2 1 2 9 1 If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Mortgages Real estate Commercial/business debt Consumer debt Private companies Cryptoassets					
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 Mortgages Real estate Commercial/business debt Consumer debt Private companies Cryptoassets 					
☐ Cryptoassets					
h) Number of employees					
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 MM DD					
f) Reporting issuer status					
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes					
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.					
AII AB BC MB NB NL NT					
NS NU ON PE QC SK YT					
g) Public listing status					
If the issuer has a CUSIP number, provide below (first 6 digits only)					
CUSIP number					
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.					
Exchange name					
h) Size of issuer's assets					

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

☐ \$0 to under \$5M	☐ \$5M to under \$25M	☐ \$25M to under \$100M
\$100M to under \$500M	☐ \$500M to under \$1B	\$1B or over

TEM 6 - INVESTMENT FUND ISSUER INFORMATION					
If the issuer is an inves	tment fund, provide the following information.				
a) Investment fund ma	anager information				
Full legal name					
Firm NRD number	(if applicable)				
If the investment fund mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.				
Street address					
Municipality	Province/State				
Country	Postal code/Zip code				
Telephone number	Website (if applicable)				
b) Type of investment	fund				
Type of investment fund tha	nt most accurately identifies the issuer (select only one) .				
Money market	☐ Equity ☐ Fixed income ☐ Balanced				
Alternative strateg	gies Cryptoasset Other (describe)				
Indicate whether one or bot	h of the following apply to the investment fund .				
Invests primarily in	n other investment fund issuers				
☐ Is a UCITs Fund¹					
¹ Undertaking for the Collec (EU) directives that allow c	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.				
c) Date of formation a	and financial year-end of the investment fund				
Date of forma	tion Financial year-end MM DD MM DD				
d) Reporting issuer st	atus of the investment fund				
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes				
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.				
☐ AII ☐	AB BC MB NB NL NT				
□ NS □	NU ON PE QC SK YT				
e) Public listing status of the investment fund					
If the investment fund has a CUSIP number, provide below (first 6 digits only)					
CUSIP number					
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's 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					
-	AV) of the investment fund				
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).					
\$0 to under \$5M	s5M to under \$25M s25M to under \$100M				
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD				

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

US dollar

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
Selec	ct the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars

Euro

b) Distribution date(s)

a) Currana

✓ Canadian dollar

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.

Other (describe)

ou by the re	p 0. t.						
Start date	2022	10	19	End date	2022	10	19
	YYYY	MM	DD		YYYY	MM	DD

c) Detailed purchaser information

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

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 CUSIP number (if applicable)			Description of security Number of securities		Single or lowest price	Highest price	Total amount	
U	В	s		Units comprised of one common share in the capital of the Company (each, a "Share") and one Share purchase warrant.	6,249,270.00	0.1500		937,390.00
С	М	s		The Common Shares are designated as "flow-through shares" of the Company within the meaning of the Income Tax Act (Canada).	557,000.00	0.1800		100,260.00

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.

ex	Convertible / exchangeable security code		Underlying security code			Exercise price (Canadian \$)		Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)	
							Lowest	Highest			
W	/ 1	N	Т	С	М	S	0.2500		2024-10-19	1:1	Each Warrant is exercisable to purchase one additional Share until October 19, 2024 at \$0.25 per Share.

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique ^{2g} purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	3	149,950.00
British Columbia	NI 45-106 2.3 [Accredited investor]	15	477,190.00

Ontario	NI 45-106 2.3 [Accredited investor]	7	143,010.00			
Saskatchewan	NI 45-106 2.3 [Accredited investor]	2	50,000.00			
Germany	NI 45-106 2.3 [Accredited investor]	1	75,000.00			
Nicaragua	NI 45-106 2.3 [Accredited investor]	1	30,000.00			
Cyprus	NI 45-106 2.3 [Accredited investor]	1	22,500.00			
Virgin Islands, British	NI 45-106 2.3 [Accredited investor]	1	60,000.00			
Aruba	NI 45-106 2.3 [Accredited investor]	1	15,000.00			
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	15,000.00			
	1,037,650.00					
	Total number of unique purchasers ^{2b} 33					

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

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

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

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

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

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

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

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.
No ✓ Yes If yes, indicate number of persons compensated. 8

a) Name of person compensated and re	egistration status			
Indicate whether the person compensated is a re	gistrant.	☐ No ☐	✓ Yes	
If the person compensated is an individual, provi	de the name of the indivi	dual.		
Full legal name of individual				
	Family name	First give	en name	Secondary given names
If the person compensated is not an individual, p	rovide the following infor	mation.		
Full legal name of non-individu	HAYWOOD SECU	JRITIES INC. / VAL	EURS MOBILIE	RES HAYWOOD Inc.
Firm NRD numb	er 1 6 3	0	(if ap	plicable)
Indicate whether the person compensated facility	ated the distribution throu	igh a funding portal or	r an internet-based	portal. No Yes
b) Business contact information				
If a firm NRD number is not provided in Item 8 (a), provide the business co	ontact information of t	he person being co	mpensated.
Street address				
Municipality			Province/State	
Country		Posta	al code/Zip code	
Email address		Tel	lephone number	,
c) Relationship to issuer or investment	und manager			
Indicate the person's relationship with the issuer the Instructions and the meaning of "control" in		- ''	•	-
Connect with the issuer or investment		· · · <u>—</u>		ther than an investment fund)
☐ Director or officer of the investment fu	-	<u> </u>		r or investment fund manager
✓ None of the above		ege:		
d) Compensation details				
Provide details of all compensation paid, or to be Canadian dollars. Include cash commissions, secu				
incidental to the distribution, such as clerical, prinallocation arrangements with the directors, office				for details about, or report on, internal
-	9,293.00	individual compensate		
	5,250.00		Security code 1	Security code 2 Security code 3
Value of all securities distributed as compensation ⁴	\$	Security codes	WNT	
Describe terms of warrants	, options or other rights			arrant entitles the holder to 0.25 until October 19, 2024.
Other compensation ⁵	Describe			
·	Describe 0,293.00			
·	9,293.00	npensation (describe t	he terms below)	
Total compensation paid	9,293.00	npensation (describe t	he terms below)	
Total compensation paid Check box if the person will or may	9,293.00 receive any deferred con			rights avaraigable to accretic
Total compensation paid	p,293.00 receive any deferred constituted as compensation security codes for all security.	on, <u>excluding</u> options,	warrants or other i	

a) Name of person comp	ensated and	registrati	on status	;								
Indicate whether the person co	mpensated is a	registrant.			☐ No		\checkmark	Yes				
If the person compensated is ar	ı individual, pro	vide the n	ame of the	indivi	dual.							
Full legal name of indiv	ridual											
		Famil	y name			First	t given r	name		Secondary	given names	3
If the person compensated is no	ot an individual	, provide th	ne followin	g infor	mation.							
Full legal name	of non-indivi	dual Car	naccord (Genuit	y Corp./C	orpora	ation C	Canacc	ord Ger	nuity		
F	irm NRD nun	nber 9	0	0					(if app	olicable)		
Indicate whether the person co	mpensated faci	litated the	distributio	n throu	ıgh a fundi	ng port	al or a	n intern	⊐ et-based	portal. 🔻	No [Yes
b) Business contact infor	mation											
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.												
Street address												
Municipality							F	Provinc	e/State			
Country						Р	ostal o	code/Z	ip code			
Email address							Telep	hone	number			
c) Relationship to issuer	or investmen	t fund ma	anager		ı							
the Instructions and the meaning Connect with the issues Director or officer of the	c) Relationship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager											
✓ None of the above												
d) Compensation details												
Provide details of all compensate Canadian dollars. Include cash a incidental to the distribution, su allocation arrangements with the	commissions, se ch as clerical, p ne directors, offi	curities-barinting, leg	ased composate or accompless of	ensatio unting	n, gifts, dis services. A	counts n issuer	or othe	r compe require	ensation. I to ask f	Do not report pay	ments for s	ervices
Cash commissions pa	ald	5,562.0	٥					Security	/ code 1	Security code 2	Security c	code 3
Value of all securitie distributed as compensation				5	Security co	des		W	N T			
Describe t	erms of warrar	nts, options	or other	rights	1 '	e one	comm			arrant entitles the		
Other compensatio	n ⁵		Des	cribe								
Total compensation pa	id	5,562.00	0									
Check box if the pe	rson will or ma	y receive a	any deferr	ed con	npensation	(descr	ibe the	terms l	pelow)			
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the dditional secur	e security (codes for a	ensatio all secu	on, <u>excludii</u> urities distr	ng optic ibuted a	ons, wa as com	arrants o	or other n ion, <u>inclu</u>	ights exercisable ding options, war	to acquire rants or oth	ner

a) Name of person comp	ensated and re	gistration status							
Indicate whether the person co	mpensated is a reg	gistrant.	☐ No	✓	Yes				
If the person compensated is an	n individual, provid	de the name of the indi	vidual.						
Full legal name of indiv	vidual								
		Family name	'	First given	name		Secondary (jiven names	;
If the person compensated is no	ot an individual, p	rovide the following inf	ormation.						
Full legal name	of non-individu	al PI Financial Corp	o./Corporat	ion Financi	ère PI				
F	irm NRD numb	er 5 2 9	0			(if app	licable)		
Indicate whether the person co	mpensated facilita	ated the distribution thr	ough a fundii	ng portal or o	an internet	:-based	portal.	No [Yes
b) Business contact info	rmation								
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			
Country			7	Postal	code/Zip	code			
Email address				Tele	phone nu	umber			
c) Relationship to issuer	or investment f	und manager							
the Instructions and the meaning Connect with the issues	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager								
None of the above									
d) Compensation details									
Provide details of all compensate Canadian dollars. Include cash a incidental to the distribution, su allocation arrangements with the	commissions, secu ch as clerical, prin ne directors, office	rities-based compensat iting, legal or accountin rs or employees of a no	ion, gifts, disc g services. Ar	counts or oth	er comper t required	nsation. to ask fo	Do not report payı	ments for se	ervices
Cash commissions pa	ald	1,499.99			Security	code 1	Security code 2	Security co	ode 3
Value of all securitie distributed as compensation			Security co	des	WN	Т			
Describe t	terms of warrants	, options or other rights	purchase				rrant entitles the orice of \$0.25 pe		I .
Other compensatio	n ⁵	Describe							
Total compensation pa	nid 1	,499.99							
Check box if the person will or may receive any deferred compensation (describe the terms below)									
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the s dditional securitie	ecurity codes for all se	tion, <u>excludii</u> curities distri	n <u>g</u> options, w ibuted as col	varrants or mpensatio	other ri n, <u>includ</u>	ights exercisable t ding options, warr	o acquire ants or oth	er

a) Name of person compensated and registration status								
Indicate whether the person co	mpensated is a regi	strant.	☐ No	√	Yes			
If the person compensated is an	n individual, provide	e the name of the indi	vidual.					
Full legal name of indiv	vidual							
		Family name	F	irst given na	ime	Secondary (given names	_
If the person compensated is no	ot an individual, pro	ovide the following inf	ormation.					
Full legal name	of non-individua	Richardson Wea	lth Limited / Pa	trimoine f	Richardson L	imitée		
F	irm NRD number	r 2 1 9	7 0		(if app	olicable)		
Indicate whether the person co	mpensated facilitate	ed the distribution thr	ough a funding p	ortal or an	internet-based	portal. 🗸	No Yes	;
b) Business contact info	rmation							
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				Pr	ovince/State			
Country			Ī	Postal co	ode/Zip code			
Email address			Ī	Teleph	none number			
c) Relationship to issuer	or investment fu	nd manager						
Indicate the person's relationsh the Instructions and the meaning Connect with the issue Director or officer of the None of the above	ng of "control" in se	ection 1.4 of NI 45-106 und manager	for the purposes	of complet	ing this section of the issuer (ot	-	ment fund)	
d) Compensation details								
Provide details of all compensate Canadian dollars. Include cash of incidental to the distribution, su allocation arrangements with the Cash commissions pa	tion paid, or to be pa commissions, securi ch as clerical, printi ne directors, officers	ties-based compensating, legal or accountin	ion, gifts, discoun g services. An issi	ts or other uer is not re pensated by	compensation. equired to ask f the issuer.	Do not report payı or details about, or	ments for services report on, interna	ıl
Value of all securitie					Security code 1 N N T	Security code 2	Security code 3	
distributed as compensation			Security codes		//			
Describe t	erms of warrants, o	options or other rights	-,	e commo		arrant entitles the price of \$0.25 pe		
Other compensatio	n ⁵	Describe	•					
Total compensation paid 2,700.00								
Check box if the person will or may receive any deferred compensation (describe the terms below)								
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the se dditional securities	curity codes for all se	tion, <u>excluding</u> o _l curities distribute	otions, wan od as comp	rants or other r ensation, <u>inclu</u>	ights exercisable t ding options, warr	o acquire ants or other	

a) Name of person comp	pensated and regis	stration status					
Indicate whether the person co	mpensated is a regist	trant.	☐ No	✓ Ye	s		
If the person compensated is a	n individual, provide	the name of the inc	lividual.				
Full legal name of indiv	vidual						
		Family name		First given name	•	Secon	dary given names
If the person compensated is no	ot an individual, prov	ride the following in	formation.				
Full legal name	of non-individual	RESEARCH CAPITAL	APITAL CORPO	PRATION / C	ORPORAT	TON RECH	ERCHE
F	irm NRD number	3 0	7 0		(if app	licable)	
Indicate whether the person co	mpensated facilitated	d the distribution th	rough a funding p	ortal or an inte	ernet-based _l	oortal.	✓ No ☐ Yes
b) Business contact info	rmation						
If a firm NRD number is not pr	ovided in Item 8 (a), _I	provide the busines.	s contact informat	ion of the pers	on being con	npensated.	
Street address							
Municipality				Prov	ince/State		
Country				Postal code	e/Zip code		
Email address				Telephon	e number		
c) Relationship to issuer	or investment fun	d manager					,
Indicate the person's relationsh the Instructions and the meani						aning of "con	nected" in Part B(2) of
Connect with the issu	uer or investment fur	nd manager		Insider of th	ne issuer (otl	ner than an ir	nvestment fund)
Director or officer of	the investment fund	or investment fund	manager	Employee o	of the issuer	or investmer	nt fund manager
✓ None of the above							
d) Compensation details	;						
Provide details of all compensar Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with the	commissions, securiti Ich as clerical, printin	ies-based compenso g, legal or accounti	ntion, gifts, discour ng services. An iss	nts or other cor uer is not requ	mpensation. i ired to ask fo	Do not report	payments for services
Cash commissions pa	aid			Sec	urity code 1	Security cod	e 2 Security code 3
Value of all securition distributed as compensation			Security codes	W	N T		
Describe	terms of warrants, o	otions or other righ		ne common s			es the holder to 25 per share until
Other compensation	n ⁵	Describ	e				
Total compensation pa	aid						
Check box if the pe	erson will or may rec	eive any deferred o	compensation (de	scribe the tern	ns below)		
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sec additional securities o	urity codes for all s					

a) Name of person comp	ensated and regis	stration	status										
Indicate whether the person co	mpensated is a regist	trant.		[No		√	Yes					
If the person compensated is an	n individual, provide	the nam	e of the in	dividu	ıal.								
Full legal name of indiv	vidual												
		Family na	ame			Firs	t given ı	name			Secondary	given names	3
If the person compensated is no	ot an individual, prov	ide the f	ollowing i	nform	nation.								
Full legal name	of non-individual	FIDEL	ITY CLE	ARII	NG CAN	ADA (JLC /	COM	PENSA	TION F	IDELITY (CANADA	
F	irm NRD number	2	8	8	8	0			(if ap	plicable	e)		
Indicate whether the person co.	mpensated facilitated	d the dist	ribution t	hroug	ıh a fundii	ng port	al or a	n inter	 net-base	d portal	. 🗸] No [Yes
b) Business contact info	rmation												
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.													
Street address													
Municipality							F	Provin	ce/State	9			
Country						Р	ostal	code/2	Zip code	•			
Email address							Telep	ohone	numbe	r			
c) Relationship to issuer	or investment fun	d mana	ger										
Indicate the person's relationsh the Instructions and the meaning Connect with the issued Director or officer of the None of the above	ng of "control" in sec	tion 1.4 o	o <i>f NI 45-1</i> ger	06 foi	r the purp	oses of	compl Insider	eting to	his sectio issuer (d	<i>n</i> . other th	of "connector an an inves estment fur	tment fund)
d) Compensation details													
Provide details of all compensate Canadian dollars. Include cash a incidental to the distribution, sur allocation arrangements with the Cash commissions pages.	tion paid, or to be pa commissions, securiti ch as clerical, printin ne directors, officers c	es-based g, legal (compens	ation, ting se	, gifts, disc ervices. Ar	counts issuer	or othe is not	er comp require by the	pensatior ed to ask issuer.	a. Do no for deta	t report pay ails about, o	ments for s report on,	ervices internal
Value of all accounts							- 1		ty code 1	Sec	urity code 2	Security of	ode 3
Value of all securitie distributed as compensation	I			Se	ecurity co	des	L	W	N T				
Describe to	terms of warrants, o	otions or	other rigl			e one	comm				entitles the of \$0.25 p		
Other compensation	n ⁵		Descri	be									
Total compensation paid 606.60													
Check box if the person will or may receive any deferred compensation (describe the terms below)													
⁴ Provide the aggregate value additional securities of the issinghts exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sec dditional securities o	urity coa	les for all	sation secur	n, <u>excludir</u> ities distri	<u>ng</u> optio buted a	ons, wa as com	arrants npensa	or other tion, <u>inc</u>	rights e l <u>uding</u> o	exercisable ptions, warr	to acquire ants or oth	er

a) Name of person comp	ensated and regis	stration	status										
Indicate whether the person co	mpensated is a regist	rant.			☐ No		√	Yes					
If the person compensated is ar	n individual, provide	the name	e of the in	divid	lual.								
Full legal name of indiv	vidual												
		Family na	ame			Firs	t given ı	name		Seco	ndary g	given names	 S
If the person compensated is no	ot an individual, prov	ide the f	ollowing i	nforr	nation.								
Full legal name	of non-individual	RAYM	OND JA	MES	S LTD.								
F	irm NRD number	8	2	4	0				(if app	plicable)			
Indicate whether the person co	mpensated facilitated	the dist	ribution th	hrou	gh a fundi	ng port	al or a	n interr	— net-based	portal.	√] No [Yes
b) Business contact info	mation												
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.													
Street address													
Municipality							F	Provin	ce/State				
Country						Р	ostal	code/z	Zip code				
Email address							Telep	ohone	number				
c) Relationship to issuer	or investment fun	d mana	ger										
Indicate the person's relationsh the Instructions and the meaning. Connect with the issues Director or officer of the None of the above	ng of "control" in sec	tion 1.4 o	o <i>f NI 45-1</i> ger	06 fc	or the purp	ooses of	compl Insider	eting the	nis sectior issuer (o	-	invest	ment fund)
d) Compensation details													
Provide details of all compensate Canadian dollars. Include cash a incidental to the distribution, sur allocation arrangements with the Cash commissions page	commissions, securiti ch as clerical, printin ne directors, officers c	es-based g, legal d	l compens or account	atior ting s	n, gifts, dis services. A	counts n issuer	or othe is not	er comp require by the	ensation. ed to ask f issuer.	Do not repoi for details abo	rt payı out, or	ments for s report on,	ervices internal
Value of all securitie							ŀ		ty code 1	Security co	de 2	Security of	ode 3
distributed as compensation				S	ecurity co	des	L	VV	<u> </u>				
Describe t	erms of warrants, op	otions or	other righ	nts		e one	comm			arrant entitl price of \$0.			
Other compensation	n ⁵		Descri	be									
Total compensation pa	2,3	10.00											
Check box if the pe	erson will or may rec	eive any	deferred	com	pensation	(descr	ibe the	terms	below)				
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sec dditional securities o	urity cod	es for all s	satio secu	n, <u>excludi</u> rities distr	ng optio	ons, wa as com	arrants ipensa	or other I tion, <u>inclu</u>	rights exercis <u>Iding</u> options	able t , warra	o acquire ants or oth	 per

a) Name of person compensated and registration status										
Indicate whether the person co	mpensated is a reg	gistrant.	☐ No		✓ `	Yes				
If the person compensated is ar	n individual, provid	de the name of the ind	ividual.							
Full legal name of indiv	vidual									
		Family name	I	First	given nar	me		Secondary (jiven names	3
If the person compensated is no	ot an individual, p	rovide the following in	formation.							
Full legal name	of non-individu	al RED CLOUD S	ECURITIES	S INC.						
F	irm NRD numb	er 6 2	8 1	0			(if app	licable)		
Indicate whether the person co	mpensated facilita	nted the distribution th	rough a fund	ing porta	ıl or an i	internet-	based _l	portal.	No [Yes
b) Business contact infor	mation									
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					Pro	ovince/	State			
Country				Po	ostal co	de/Zip	code			
Email address					Teleph	one nu	mber			
c) Relationship to issuer	or investment f	und manager								
Indicate the person's relationsh the Instructions and the meanin Connect with the issu	ng of "control" in s	section 1.4 of NI 45-10	6 for the pur	poses of a	completi	ing this s f the iss	section. uer (oth	-	ment fund)
✓ None of the above		id of invocanion rand					100001	01 1170011101111111		
d) Compensation details										
Provide details of all compensat Canadian dollars. Include cash of incidental to the distribution, su allocation arrangements with the	commissions, secu ch as clerical, prin ne directors, office	rities-based compensa iting, legal or accounti rs or employees of a no	tion, gifts, di ng services. A	scounts o In issuer	r other o is not re	compens quired to	sation. I o ask fo	Do not report payı	ments for s	ervices
Cash commissions pa	aid 11	1,900.01			S	Security co	ode 1	Security code 2	Security c	ode 3
Value of all securitie distributed as compensatio			Security co	odes	٧	V N	Т			
Describe t	erms of warrants	, options or other right	purchas		commo			rrant entitles the price of \$0.25 pe		
Other compensatio	n ⁵	Describ	е							
Total compensation pa	nid 11	,900.01								
Check box if the person will or may receive any deferred compensation (describe the terms below)										
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire as ⁵ Do not include deferred comp	uer. Indicate the s dditional securitie	ecurity codes for all se	ation, <u>exclud</u> ecurities dist	ing option ributed a	ns, warr s compe	rants or o	other ri	ights exercisable t	o acquire ants or oth	 per

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER				
If the issuer is an investment fund	d, do not complete l	Item 9. Procced to	Item 10.					
Indicate whether the issuer is any o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y one).			
✓ Reporting issuer in any juris	sdiction of Canada							
Foreign public issuer								
Wholly owned subsidiary of	a reporting issuer in	any jurisdiction of	Canada ⁶					
Provide nan	ne of reporting issue	r						7
Wholly owned subsidiary of	a foreign public issu	uer ⁶						_
Provide name of	foreign public issue	r						7
Issuer distributing only eligil	ble foreign securities	and the distribution	n is to permitted clie	ents only ⁷				_
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.				
⁶ An issuer is a wholly owned subside securities that are required by law to respectively. ⁷ Check this box if it applies to the collients. Refer to the definitions of "e.	o be owned by its dir urrent distribution evo	rectors, are benefic en if the issuer mad	ially owned by the re de previous distribut	eporting issuer or ti tions of other types	the foreign	public is	ssuer,	
If the issuer is none of the	above, check this b	oox and complete	Item 9(a) - (c).					
a) Directors, executive officer	s and promoters of	of the issuer						
Provide the following information for	•		moter of the issuer T	or locations within	Canada s	tate the	nrovince	or
territory; otherwise state the country.							province	
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individe resident jurisdictio individu	ual or ail n of		onship to	
				Province or	country	D	0	Р
b) Promoter information								
If the promoter listed above is not an within Canada, state the province or								
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual			to promo	
				Province or country	D		C)
c) Residential address of eac	h individual							
Complete Schedule 2 of this form completed report. Schedule 2 also					(a) and (b)	and at	tach to t	he

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	Leonard	Joel					
	Family name	First given name	,	Sec	onda	ry given na	ames
Title	Chief Financial Officer						
Telephone number	7788383692	Email address	info@	basinura	aniun	n.ca	
Signature	Joel Leonard	Date	202	2 1	0	25	
			YYY	Y MI	М	DD	

ITEM 11- CONTACT F	PERSON				
		r the individual that the sect the individual certifying the		regulator m	ay contact with any questions
Same as individua	al certifying the report				
Full legal name				Title	
	Family name	First given name	Secondary given names		
Name of company					
Telephone number		Eı	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 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.