Form 45-106F1 Report of Exempt Distribution

ITEM 1 – REPORT TYPE
 New report ✓ Amended report If amended, provide filing date of report that is being amended. 2024 23 (YYYY-MM-DD)
ITEM 2 – PARTY CERTIFYING THE REPORT
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106 (in Québec, Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure).
☐ Investment fund issuer
☑ 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 is an investment fund, about the fund.
Full legal name Heritage Mining Ltd. / Heritage Mining Ltd.
Previous full legal name
If the issuer's name changed in the last 12 months, provide most recent previous legal name.
Website www.heritagemining.ca (if applicable)
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".
Legal entity identifier 5493001KJTIIGC8Y1R12
If two or more issuers distributed a 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-issuer(s) (if applicable)
ITEM 4 – UNDERWRITER INFORMATION
If an underwriter is completing the report, provide the underwriter's full legal name, firm NRD number, and SEDAR+ profile number.
Full legal name
Firm NRD number (if applicable)
SEDAR+ profile number

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 212220
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.
✓ Exploration ☐ Development ☐ Production
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.
☐ Mortgages ☐ Real estate ☐ Commercial/business debt ☐ Consumer debt ☐ Private companies
☐ Cryptoassets
b) Number of employees
Number of employees: ☑ 0 - 49 ☐ 50 - 99 ☐ 100 - 499 ☐ 500 or more
c) SEDAR+ profile number
Provide the issuer's SEDAR+ profile number
000050892
ITEM 6 – INVESTMENT FUND ISSUER INFORMATION
If the issuer is an investment fund, provide the following information.
a) Investment fund manager information
Full legal name
Firm NRD number (if applicable)
(ii applicable)
SEDAR+ profile number
b) Type of investment fund
Type of investment fund that most accurately identifies the issuer (select only one).
☐ Money market ☐ Equity ☐ Fixed income ☐ Balanced
☐ Alternative strategies ☐ Cryptoasset ☐ Other (describe)

Indicate wh	Indicate whether one or both of the following apply to the investment fund.							
☐ Invest	primarily in o	ther investment fund issuers						
☐ Is a UC	CITs Fund ¹							
		e Investment of Transferable Securities funds (U				Inion (EU) directives		
that allow co	llective investmen	t schemes to operate throughout the EU on a p	assport basis on authoriza	tion from one memb	oer state.			
c) Ne	et asset valu	e (NAV) of the investment fund						
Select the N	NAV range of th	e investment fund as of the date of the	most recent NAV calcu	ılation (Canadiar	ı \$).			
☐ Under	· \$5M	\$5M to under \$25M	☐ \$25M to unde	er \$100M [Date of NAV	calculation:		
□ \$100M	/I to under \$50	00M	B ☐ \$1B or over					
	rto anaci 450	and a soon to under \$15	7 15 01 0VC1		YYYY	MM DD		
ITEM 7 -	· INFORM	ATION ABOUT THE DISTRIB	UTION					
		le of Canada completes a distribution in asers resident in that jurisdiction of Car						
-	•	ees, in connection with the distribution,	-					
Item 7 mus	st reconcile wit	h the information provided in Schedule	1 of the report.					
a) Cı	urrency							
Solort the r	currency or cur	rencies in which the distribution was m	ade All dollar amount	ts nrovided in the	renort must	he in Canadian		
dollars.	urrency or cur	rencies in winch the distribution was in	uue. All uollal ullloull	.s provided in the	report must	be iii canaalan		
✓ Canad	dian dollar	US dollar Euro Other	(describe)					
b) D	istribution c	lates						
S								
		t and end dates. If the report is being fi oth the start and end dates. If the repor						
		dates for the distribution period covere		arreres arserns a ca	on a continu	ous 5 us.s,		
	Start date	2024 10 18	End date	2024	10 18			
	Start date	YYYY MM DD	End date		MM DD			
		טט ואוואו		1111	IVIIVI DD			
c) De	etailed purc	haser information						
Complete	Schedule 1 of	this form for each purchaser and att	tach the schedule to	the completed i	report.			
d) Ty	ypes of secu	rities distributed						
Dravidada	- f-lli :f-	was attices for all distributions were subsel-		Defeate Days 1/1	2) of the least	tiana fan haw		
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	-		, 0			, ,		
					Canadian \$			
Security	CUSIP		Number of	Single or	Highest			
code	number (if applicable)	Description of security	securities	lowest price	price	Total amount		

0.0500

9,720,000.0000

UBS

Units

486,000.0000

FTS	FT Shares	11,800,040.0000	0.0500	590,002.0000
CMS	Common Shares	5,300,000.0000	0.0500	265,000.0000

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.

Convertible / exchangeable	Underlying security code	(Conversion ratio		Describe other terms (if applicable)		
security code	security code	Lowest	Highest			арріісавіе)
WNT	CMS	0.1000		2027-10-18	1:1	Convertible upon the terms and conditions set out in the Warrant

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 purchasers ^{2a}	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	6	280,000.0000
British Columbia	NI 45-106 2.14 [Securities for debt]	2	40,000.0000
Ontario	NI 45-106 2.3 [Accredited investor]	16	475,002.0000
Ontario	NI 45-106 2.5 [Family, friends and business associates]	2	35,000.0000
Ontario	NI 45-106 2.14 [Securities for debt]	5	205,000.0000
Australia	NI 45-106 2.3 [Accredited investor]	1	50,000.0000
Austria	NI 45-106 2.3 [Accredited investor]	1	15,000.0000
Bahamas	NI 45-106 2.3 [Accredited investor]	2	50,000.0000
Belgium	NI 45-106 2.3 [Accredited investor]	1	10,000.0000
Bulgaria	NI 45-106 2.3 [Accredited investor]	1	21,000.0000
Germany	NI 45-106 2.3 [Accredited investor]	4	120,000.0000
Switzerland	NI 45-106 2.3 [Accredited investor]	1	20,000.0000
United States of America	NI 45-106 2.14 [Securities for debt]	1	20,000.0000
	\$1,341,002.0000		

^{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.

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.

ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106) (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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 If yes, indicate number of persons compensated. | 8 ✓ Yes 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 name of the individual. Full legal name of individual Family name First given name Secondary given names If the person compensated is not an individual, provide the following information. Full legal name of non-individual HAYWOOD SECURITIES INC. / VALEURS MOBILIERES HAYWOOD Inc. Firm NRD number | 1630 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address Municipality Province/State Country Postal code/Zip code Email address Telephone number c) Relationship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of 'connected' in Part B(2) of the Instructions and the meaning of 'control' in section 1.4 of NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager ✓ None of the above d) Compensation details

Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incide services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issu	nmissions, securitie ntal to the distribut or report on, intern	s-based compensat ion, such as clerica	ion, gifts, discount I, printing, legal or	s or other accounting
Cash commissions paid	\$6,750.0000			
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1	Security code 2	Security code 3]
Security codes	WNT			
Describe terms of warrants, options or other rights	120,000 Compen	sation Warrants]
Other compensation ⁵				
Describe				
			\neg	
Total compensation paid	\$6,750.0000			
Check box if the person will or may receive any def	erred compensati	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities disacquire additional securities of the issuer.	• ,	•	•	
⁵ Do not include deferred compensation.				

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Cash commissions paid	\$210.0000			
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1	Security code 2	Security code 3]
2000	WNT			
Describe terms of warrants, options or other rights				
Other compensation ⁵				
Describe				
			_	
Total compensation paid	\$210.0000			
Check box if the person will or may receive any def	erred compensati	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities disacquire additional securities of the issuer.	• .	•		
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Cash commissions paid	\$5,100.0000			
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1	Security code 2	Security code 3]
security codes	WNT			
Describe terms of warrants, options or other rights	102,000 Compen	sation Warrants]
Other compensation ⁵				
Describe				
Total compensation paid	\$5,100.0000			
Check box if the person will or may receive any def	erred compensation	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensate securities of the issuer. Indicate the security codes for all securities distributed acquire additional securities of the issuer.		_	· · · · · · · · · · · · · · · · · · ·	
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Cash commissions paid	\$9,945.0000			
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1	Security code 2	Security code 3]
security codes	WNT			
Describe terms of warrants, options or other rights	205,200 Compen	sation Warrants		
Other compensation ⁵				
Describe				
Total compensation paid	\$9,945.0000			
Check box if the person will or may receive any def	erred compensati	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities disacquire additional securities of the issuer.	• ,	•	•	
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Cash commissions paid	\$1,950.0000			
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1	Security code 2	Security code 3]
500a.r.y 00005	WNT			
Describe terms of warrants, options or other rights	18,000 Compens	ation Warrants		
Other compensation ⁵				
Describe				
Total compensation paid	\$1,950.0000			
Check box if the person will or may receive any def	erred compensation	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer.			•	
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Cash commissions paid	\$12,000.0000			
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1	Security code 2	Security code 3]
security codes	WNT			
Describe terms of warrants, options or other rights	240,000 Compen	sation Warrants]
Other compensation ⁵				
Describe				
			\neg	
Total compensation paid	\$12,000.0000			
Check box if the person will or may receive any def	erred compensation	on (describe the te	erms below)	
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Cash commissions paid	\$6,000.1200			
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1	Security code 2	Security code 3]
security codes	WNT			
Describe terms of warrants, options or other rights	120,002 Compen	sation Warrants]
Other compensation ⁵				
Describe				
Total compensation paid	\$6,000.1200			
Check box if the person will or may receive any def	erred compensati	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities disacquire additional securities of the issuer.		_	•	
⁵ Do not include deferred compensation				

ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106) (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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 If yes, indicate number of persons compensated. | 8 ✓ Yes 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 name of the individual. Full legal name of individual **ORGIL** Yaron Family name First given name Secondary given names If the person compensated is not an individual, provide the following information. Full legal name of non-individual Firm NRD number (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address | 96 Cemetery Road Municipality Uxbridge Province/State Ontario Country Canada Postal code/Zip code L9P 0B3 yorgil@designedsecurities.c Email address Telephone number +1 (416) 727-6965 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 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) for the purposes of completing this section. ☐ Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) $\hfill \square$ Director or officer of the investment fund or investment fund manager ☐ Employee of the issuer or investment fund manager ✓ None of the above

d) Compensation details						
Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incider services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issuer	nmissions, securitie ntal to the distribut or report on, intern	s-based compensat ion, such as clerica	ion, gifts, discount l, printing, legal or	s or other accounting		
Cash commissions paid	\$600.0000					
Value of all securities distributed as compensation ⁴						
Security codes	Security code 1 WNT	Security code 2	Security code 3			
Describe terms of warrants, options or other rights	12,000 Compens	ation Warrants				
Other compensation ⁵						
Describe						
Total compensation paid	\$600.0000		7			
Check box if the person will or may receive any def	erred compensation	on (describe the te	_ erms below)			
	<u> </u>					
⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer. ⁵ Do not include deferred compensation.	= :	_	•			
ITEM 9 – DIRECTORS, EXECUTIVE OFFICE	RS AND PROM	MOTERS OF T	HE ISSUER			
If the issuer is an investment fund, do not complete It	em 9. Proceed to I	tem 10.				
Indicate whether the issuer is any of the following (select th	he one that applies	– if more than one	applies, select only	one).		
Reporting issuer in a jurisdiction of Canada						
Foreign public issuer						
☐ Wholly owned subsidiary of a reporting issuer in ar	ny jurisdiction of Co	anada ⁶				
Provide name of reporting issuer						
☐ Wholly owned subsidiary of a foreign public issuer	6					
Provide name of foreign public issuer						
Issuer distributing only eligible foreign securities ar	nd the distribution	is to permitted cli	ents only ⁷ .			
If the issuer is at least one of the above, do not comple	ete Item 9(a) - (c).	Proceed to Item 1	0.			
⁶ An issuer is a wholly owned subsidiary of a reporting issu securities, other than securities that are required by law to						

or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.	
☐ If the issuer is none of the above, check this box and complete Item 9(a) – (c).	
a) Directors, executive officers and promoters of the issuer	

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

	Organization or company name	Family name	First given	Secondary given names	Business location of non-individual or residential jurisdiction of individual		Relationship to issue (select all that apply		
			name		Province or country	D	0	P	
Ī	_								

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	Family			Residential jurisdiction of individual	•	promoter (select if applicable)
company name	name	name	names	Province or country	D	0

c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.						ptions
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.						ng
Name of Issuer/ investment fund manager/agent	Heritage Mining Ltd.					
Full legal name	SULLIVAN	Pat	rick			
	Family name	First give	en name	•	Secondary given names	
Title	Corporate Secretary					
Telephone number	+1 (604) 692-2790	Email address	psullivan@os	ler.con	n	
Signature	(signed) "Patrick Sullivan"	Date	2024 YYYY	11 MM	06 DD	

ITEM 11 -	CONTAC	T PFRSON
1 1 L IVI 1 I —	CONIAC	IILIOUI

Telephone number

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

LADEUR

Nicole

Family name

First given name

Secondary given names

Title

Securities Paralegal

Name of company

OSLER, HOSKIN & HARCOURT LLP / OSLER, HOSKIN & HARCOURT S.E.N.C.R.L./S.R.L.

Email address

nladeur@osler.com

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.

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.