# Form 45-106F1 Report of Exempt Distribution

TEM 1 – REPORT TYPE					
New report  Amended report					
TEM 2 – PARTY CERTIFYING THE REPORT					
ndicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to ection 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.					
Investment fund issuer					
X Issuer (other than an investment fund)					
Underwriter					
TEM 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 Fathom Nickel Inc.					
Previous full legal name 2157365 Alberta Ltd.  If the issuer's name changed in the last 12 months, provide most recent previous legal name.					
Website (if applicable)					
f the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity					
dentifier".					
Legal entity identifier					
f 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)					
TENA A LINIDEDIADITED INFORMATION					
TEM 4 – UNDERWRITER INFORMATION					
f 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 3 2				
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: <b>X</b> 0 – 49 50 – 99 100 – 499 500 or more				
c) SEDAR profile number				
Does the issuer have a SEDAR profile?  No X Yes If yes, provide SEDAR profile number 0 0 0 5 1 5 7 1				
If the issuer does not have a 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 MM DD				
f) Reporting issuer status				
Is the issuer a reporting issuer in any jurisdiction 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				

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)					
If the investment fund manager does not have a firm NRD numbe						
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 that most accurately identifies the issue	r (select only one).					
Money market Equity	Fixed income Balanced					
Alternative strategies Cryptoasset	Other (describe)					
Indicate whether one or both of the following apply to the investr	ment fund.					
Invests primarily in other investment fund issuers						
Is a UCITs Fund <sup>1</sup>						
<sup>1</sup> Undertaking for the Collective Investment of Transferable Securities funds directives that allow collective investment schemes to operate throughout the	(UCITs Funds) are investment funds regulated by the European Union (EU) ne EU on a passport basis on authorization from one member state.					
c) Date of formation and financial year-end of the investi	ment fund					
Date of formation YYYY MM DD	Financial year-end MM DD					
d) Reporting issuer status of the investment fund						
Is the investment fund a reporting issuer in any jurisdiction of Canada?	No Yes					
If yes, select the jurisdictions of Canada in which the investment f	fund is a reporting issuer.					
All 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						
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 \$).						
\$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:					
YYYY MM DD						

## ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

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

ur scr	redute 1 of the report.					
a)	Currency					
Select	Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.					
3	Canadian dollar	US dollar Eu	uro	Other (describe)		
b)	Distribution date(s)					
as bo	State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.					
	Start date	2021-03-15			End date	2021-03-15
		YYYY MM DD				YYYY MM DD
c) Detailed purchaser information						
Com	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 code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
+ WNT (Warrants	31200N128	Non Flow-Through Special Warrants	12,486,323.0000	0.7000		8,740,426.00
+ WNT (Warrants	31200N136	Flow-Through Special Warrants	3,129,317.0000	0.7700		2,409,574.00

## 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.

Convertible / exchangeable	Underlying	Exercise price (Canadian \$)		1 7	Conversion	D
security code	security code	Lowest	Highest	(YYYY-MM-DD)	ratio	Describe other terms (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 on	Number of unique purchasers <sup>2a</sup>	Total amount (Canadian \$)
+	Alberta	NI 45-106 2.3 [Accredited investor]	9	608,265.00
+	Alberta	NI 45-106 2.5 [Family, friends and business associates]	28	88,786.00
+	Australia	Other - Offshore Purchaser's Certificate	1	910,000.00
+	ВС	NI 45-106 2.3 [Accredited investor]	15	1,177,134.00
+	ВС	NI 45-106 2.5 [Family, friends and business associates]	5	18,620.00
+ B	ritish Virgin Is	Other - Offshore Purchaser's Certificate	1	322,000.00

	Province or country	Exemption relied on	Number of unique purchasers <sup>2a</sup>	Total amount (Canadian \$)
+	USA	Other - Qualified Institutional Buyer	1	980,000.00
+	USA	Other - US Accredited Investor	1	350,000.00
+	Costa Rica	NI 45-106 2.3 [Accredited investor]	1	30,800.00
+	Germany	NI 45-106 2.3 [Accredited investor]	3	296,100.00
+	Grand Caymar	NI 45-106 2.3 [Accredited investor]	2	780,500.00
+	Isle of Man	NI 45-106 2.3 [Accredited investor]	1	70,000.00
+	Manitoba	NI 45-106 2.3 [Accredited investor]	1	10,000.00
+	Nova Scotia	NI 45-106 2.3 [Accredited investor]	1	910,000.00
+	ONTARIO	NI 45-106 2.3 [Accredited investor]	27	3,977,579.00
+	ONTARIO	NI 45-106 2.5 [Family, friends and business associates]	11	42,350.00
+	Quebec	NI 45-106 2.3 [Accredited investor]	5	155,066.00
+	Quebec	NI 45-106 2.5 [Family, friends and business associates]	1	2,100.00
+	Singapore	Other - Offshore Purchaser's Certificate	1	224,000.00
+	Thailand	NI 45-106 2.3 [Accredited investor]	1	105,000.00
+	Panama	NI 45-106 2.3 [Accredited investor]	1	52,500.00
+	Panama	Other - Offshore Purchaser's Certificate	1	39,200.00
+ -				
+				
		Total dollar amount of sec	curities distributed	11,150,000.00
		Total number of unique purchasers <sup>2b</sup>	118	

<sup>&</sup>lt;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.

# 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>&</sup>lt;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)
•			

<sup>&</sup>lt;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.

ITEM 8 - COMPENSATION INFORMATION						
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 whether any compensation was paid, or will be paid, in connection with the distribution.						
Yes If yes, indicate number of persons compensated. 1 of 6						
a) Name of person compensated and registration status						
Indicate whether the person compensated is a registrant.						
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 Echelon Wealth Partners Inc.						
Firm NRD number 3 2 4 2 0 (if applicable)						
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.						
No						
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 2100 - 1 Adelaide Street East						
Municipality Toronto Province/State ON						
Country Canada Postal code/Zip code M5C2V9						
Email address n/a Telephone number 416-649-4273						
c) Relationship to issuer or investment fund manager						
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the						
Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.						
Connected with the issuer or investment fund manager						
Insider of the issuer (other than an investment fund)						
Director or officer of the investment fund or investment fund manager						
Employee of the issuer or investment fund manager						
X None of the above						
d) Compensation details						
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in						
Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services						
incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.						
Cash commissions paid 794,287.03						
Value of all security code 2 Security code 2 Security code 3						
compensation <sup>4</sup> 568,404.90 Security codes						
Describe terms of warrants antions as all as sights 591 320 Componentian Options 2 years \$0.70.						
Describe terms of warrants, options or other rights 581,329 Compensation Options, 2 years, \$0.70;						
Other compensation <sup>5</sup> Describe 230,678 non flow through units						
Total compensation paid 1,362,691.93						
Check box if the person will or may receive any deferred compensation (describe the terms below)						
<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.						
<sup>5</sup> Do not include deferred compensation.  Add Item 8						

ITEM 8 - COMPENSATION INFORMATION						
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 whether any compensation was paid, or will be paid, in connection with the distribution.						
Yes If yes, indicate nu	mber of persons compensated.	2 of 6				
a) Name of person compensated and registration state	JS					
Indicate whether the person compensated is a registrant.						
Yes						
If the person compensated is an individual, provide the name of the in	dividual.					
Full legal name of individual						
Family name	First given name	Secondary given names				
If the person compensated is not an individual, provide the following						
Full legal name of non-individual Sprott Cap	tal Partners LP					
Firm NRD number 2 9	0 7 0 (if ap	pplicable)				
Indicate whether the person compensated facilitated the distribution	hrough a funding portal or an intern	et-based portal.				
No						
b) Business contact information						
If a firm NRD number is not provided in Item 8(a), provide the busine.	·	peing compensated.				
Street address 200 Bay Street, Suite 260	00, P O Box 89					
Municipality Toronto	Province/State	ON				
Country Canada	Postal code/Zip code	M5J2J2				
Email address n/a	Telephone number	(416)362-7172				
c) Relationship to issuer or investment fund manager	<u> </u>					
Indicate the person's relationship with the issuer or investment fund n						
Instructions and the meaning of "control" in section 1.4 of NI 45-106		ection.				
Connected with the issuer or investment fund management	ger					
Insider of the issuer (other than an investment fund)						
Director or officer of the investment fund or investment	ent 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 the person is	dentified in Item 8(a) in connection w	vith the distribution. Provide all amounts in				
Canadian dollars. Include cash commissions, securities-based comper incidental to the distribution, such as clerical, printing, legal or account						
allocation arrangements with the directors, officers or employees of a						
Cash commissions paid						
Value of all securities distributed as	Security code 1	Security code 2 Security code 3				
compensation <sup>4</sup> 290,122.00 Security codes						
Describe terms of warrants, options or other rights 414460 Compensation Options, 2 years, \$0.70						
Other compensation <sup>5</sup> Describe						
Total compensation paid 290,122.00						
Check box if the person will or may receive any deferred compensation (describe the terms below)						
<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the						
security codes for all securities distributed as compensation, <u>including</u> options, wai	rants or other rights exercisable to acquire a	additional securities of the issuer.				
<sup>5</sup> Do not include deferred compensation.  Add Item 8						

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Indicate whether any compensation was paid, or will be paid, in connec	tion with the distribution.				
Yes If yes, indicate numl	per of persons compensated. 3 of 6				
a) Name of person compensated and registration status					
Indicate whether the person compensated is a registrant.					
Yes					
If the person compensated is an individual, provide the name of the indi	vidual.				
Full legal name of individual					
Family name	First given name Secondary given names				
If the person compensated is not an individual, provide the following in Full legal name of non-individual Canaccord C					
Firm NRD number $\begin{bmatrix} 9 & 0 & 0 \end{bmatrix}$ Indicate whether the person compensated facilitated the distribution thi	(if applicable)				
No	ough a funding portation an internet based portat.				
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 609 GRANVILLE STREET	, Suite 2200 PO Box 10337, Pacific Centre				
Municipality Vancouver	Province/State BC				
Country Canada	Postal code/Zip code V7Y1H2				
Email address n/a	Telephone number 604-643-7300				
c) Relationship to issuer or investment fund manager	Telephone names (60 ) 610 ) 600				
	nager (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					
Connected with the issuer or investment fund manage	r				
Insider of the issuer (other than an investment fund)					
Director or officer of the investment fund or investmen	t fund manager				
Employee of the issuer or investment fund manager					
X None of the above					
d) Compensation details					
	ntified in Item 8(a) in connection with the distribution. Provide all amounts in tion, gifts, discounts or other compensation. Do not report payments for services				
incidental to the distribution, such as clerical, printing, legal or accounti allocation arrangements with the directors, officers or employees of a ne	ng services. An issuer is not required to ask for details about, or report on, internal				
Cash commissions paid	in that tauti compensated by the issuer.				
Value of all securities distributed as	Security code 1   Security code 2   Security code 3				
compensation <sup>4</sup> 31,850.00	OPT (Options)				
Describe terms of warrants, options or other righ	45500 Compensation Options, 2 years, \$0.70				
Other compensation <sup>5</sup> Describ	е				
Total compensation paid 31,850.00					
Check box if the person will or may receive any deferred compensation (describe the terms below)					
<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> security codes for all securities distributed as compensation, <u>including</u> options, warra	options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the				
<sup>5</sup> Do not include deferred compensation.	Add Item 8				

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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. 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 conne	ction with the distribution.				
Yes If yes, indicate nur	nber of persons compensated.	4 of 6			
a) Name of person compensated and registration statu	S				
Indicate whether the person compensated is a registrant.					
Yes					
If the person compensated is an individual, provide the name of the in	dividual.				
Full legal name of individual					
Family name	First given name	Secondary given names			
If the person compensated is not an individual, provide the following i					
Full legal name of non-individual IA Private V	Vealth Inc.				
Firm NRD number 1 5 4	(if ap	plicable)			
Indicate whether the person compensated facilitated the distribution t	nrough a funding portal or an interne	et-based portal.			
No					
b) Business contact information					
If a firm NRD number is not provided in Item 8(a), provide the busines	<del>-</del>	peing compensated.			
Street address 2200, avenue McGill Coll	ege, Bureau 350				
Municipality Montreal	Province/State	Quebec			
Country Canada	Postal code/Zip code	H3A3P8			
Email address n/a	Telephone number	514-499-1066			
c) Relationship to issuer or investment fund manager	<u> </u>				
Indicate the person's relationship with the issuer or investment fund m	anager (select all that apply). Refer t	o the meaning of "connected" in Part B(2) of the			
Instructions and the meaning of "control" in section 1.4 of NI 45-106 f					
Connected with the issuer or investment fund manage	er				
Insider of the issuer (other than an investment fund)					
Director or officer of the investment fund or investme	nt fund manager				
Employee of the issuer or investment fund manager					
X None of the above					
d) Compensation details					
, .	doublified in Itana O(a) in compaction w	ith the distribution Dravide all appearate in			
Provide details of all compensation paid, or to be paid, to the person in Canadian dollars. Include cash commissions, securities-based compensations					
incidental to the distribution, such as clerical, printing, legal or accoun allocation arrangements with the directors, officers or employees of a					
Cash commissions paid	ion-inatitiauat compensatea by the t	ssuer.			
	Security code 1	Security code 2 Security code 3			
Value of all securities distributed as compensation <sup>4</sup> 16,047.50	Security codes  OPT (Options)	Security code 2			
Describe terms of warrants, options or other rig	hts 22925 Compensation Op	tions, 2 years, \$0.70			
Other compensation <sup>5</sup> Descr	be				
Total compensation paid 16,047.50					
Check box if the person will or may receive any deferred compensation (describe the terms below)					
<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding	g options, warrants or other rights exercisal	ole to acquire additional securities of the issuer. Indicate the			
security codes for all securities distributed as compensation, <u>including</u> options, warn	ants or other rights exercisable to acquire a	additional securities of the issuer.			
<sup>5</sup> Do not include deferred compensation.		Add Item 8			

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Indicate whether any compensation was paid, or will be paid, in conn	ection with the distribution.				
Yes If yes, indicate nu	mber of persons compensated.	5 of 6			
a) Name of person compensated and registration state	IS				
Indicate whether the person compensated is a registrant.					
Yes					
If the person compensated is an individual, provide the name of the in	dividual.				
Full legal name of individual					
Family name	First given name	Secondary given names			
If the person compensated is not an individual, provide the following					
Full legal name of non-individual Fortification	n Capital Inc.				
Firm NRD number 5 7	2 7 0 (if ap	pplicable)			
Indicate whether the person compensated facilitated the distribution	hrough a funding portal or an interne	et-based portal.			
No					
b) Business contact information					
If a firm NRD number is not provided in Item 8(a), provide the busine.					
Street address 555 boul. René-Lévesque	e Ouest 19e étage, Bureau 4	0			
Municipality Montreal	Province/State	Quebec			
Country Canada	Postal code/Zip code	H2Z1B1			
Email address n/a	Telephone number	514-307-9077			
c) Relationship to issuer or investment fund manager		0.1.00.00.1			
Indicate the person's relationship with the issuer or investment fund n	nanager (select all that apply). Refer t	o the meaning of "connected" in Part B(2) of the			
Instructions and the meaning of "control" in section 1.4 of NI 45-106		ction.			
Connected with the issuer or investment fund management	ger				
Insider of the issuer (other than an investment fund)					
Director or officer of the investment fund or investment	ent fund manager				
Employee of the issuer or investment fund manager					
None of the above					
, .	dantified in Itam ((a) in sempestion w	ittle the distribution Provide all approvate in			
Provide details of all compensation paid, or to be paid, to the person of Canadian dollars. Include cash commissions, securities-based compensations.					
incidental to the distribution, such as clerical, printing, legal or accountallocation arrangements with the directors, officers or employees of a					
Cash commissions paid	non-thatviauat compensatea by the t	ssuer.			
	Security code 1	Security code 2 Security code 3			
Value of all securities distributed as compensation <sup>4</sup> 2,523.50	Security codes OPT (Options)	Security code 2			
Describe terms of warrants, options or other rig	hts 3605 Compensation Option	ons, 2 years, \$0.70			
Other compensation <sup>5</sup> Description	ibe				
Total compensation paid 2,523.50					
Check box if the person will or may receive any deferred compensation (describe the terms below)					
<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u>	g options, warrants or other rights exercisal	ble to acquire additional securities of the issuer. Indicate the			
security codes for all securities distributed as compensation, <u>including</u> options, wait <sup>5</sup> Do not include deferred compensation.	rants or other rights exercisable to acquire a				
		Add Item 8			

ITEM 8 - COMPENSATION INFORMATION					
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 conf	nection with the distribution.				
Yes If yes, indicate no	imber of persons compensated.	6 of 6			
a) Name of person compensated and registration star	rus				
Indicate whether the person compensated is a registrant.					
Yes					
If the person compensated is an individual, provide the name of the	ndividual.				
Full legal name of individual					
Family name	First given name	Secondary given names			
If the person compensated is not an individual, provide the following					
Full legal name of non-individual Integral W	ealth Securities Limited				
Firm NRD number 3 1	0 (if ap	pplicable)			
Indicate whether the person compensated facilitated the distribution	through a funding portal or an intern	et-based portal.			
No					
b) Business contact information					
If a firm NRD number is not provided in Item 8(a), provide the busine	<del>-</del>	being compensated.			
Street address 1600 - 181 University Av	renue				
Municipality Toronto	Province/State	Ontario			
Country Canada	Postal code/Zip code	M5H3M7			
Email address n/a	Telephone number	(416)203-2000			
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		ection.			
Connected with the issuer or investment fund mana	ager				
Insider of the issuer (other than an investment fund	)				
Director or officer of the investment fund or investment	ent fund manager				
Employee of the issuer or investment fund manage	r				
X None of the above					
d) Compensation details					
, .	identified in Item 9(a) in connection w	with the distribution Provide all amounts in			
Provide details of all compensation paid, or to be paid, to the person Canadian dollars. Include cash commissions, securities-based compe					
incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.					
Cash commissions paid	i non-individual compensated by the l	issuer.			
	Security code 1	Security code 2 Security code 3			
Value of all securities distributed as compensation <sup>4</sup> 2,695.00	Security codes OPT (Options)	Security code 2 Security code 3			
Describe terms of warrants, options or other rights 3850 Compensation Options, 2 years, \$0.70					
Other compensation <sup>5</sup> Desc	cribe				
Total compensation paid 2,695.00					
Check box if the person will or may receive any deferred compensation (describe the terms below)					
<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluded the aggregate value of all securities distributed as compensation, excluded the securities of the securit	ing options, warrants or other rights exercisa	ble to acquire additional securities of the issuer. Indicate the			
security codes for all securities distributed as compensation, <u>including</u> options, we <sup>5</sup> Do not include deferred compensation.	arrants or other rights exercisable to acquire a				
= 1		Add Item 8			

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER								
If the issuer is an investment fund, do not complete Item 9. Proceed to Item 10.								
Indicate whether the issuer is any	of the following (	select the one	that applies - if m	ore than one applies,	select only or	ne).		
Reporting issuer in a	ny jurisdiction of	Canada						
Foreign public issuer								
Wholly owned subsi	diary of a reportir	ng issuer in ar	ny jurisdiction of C	anada <sup>6</sup>				
_	Provide nam	ne of reporting	issuer					
Wholly owned subsi	diary of a foreign	public issuer	6					
	Provide name of	foreign public	cissuer					
Issuer distributing or	nly eligible foreigi	n securities ar	nd the distribution	is to permitted clients	s only <sup>7</sup>			
If the issuer is at least one of the 6An issuer is a wholly owned subsidiary owned by its directors, are beneficially of 7Check this box if it applies to the currer foreign security" and "permitted client" in	of a reporting issuer wned by the reportin at distribution even if	or a foreign publing issuer or the fo the issuer made	lic issuer if all of the iss preign public issuer, re	suer's outstanding voting spectively.				
X If the issuer is non	e of the above,	check this bo	ox and complete I	tem 9(a) - (c).				
a) Directors, executive	officers and pro	omoters of th	ne issuer					
Provide the following information otherwise state the country. For "F						ınada, stat	te the provin	ce or territory,
Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residential jurisdiction of individual		Relationship to issuer (select all that apply)		
				Province or country	D	0	Р	
+	Chen	Eugene		Alberta	x			
	Van Den Bussc	Bradley		Alberta	x	x		
T	Cummings	Mark		Ontario	x			
+	Fraser	lan		Alberta	x	x		
+ - +	Morgan	John	R.	British Columbia	x			
+	Porter	Doug		Alberta		x		
b) Promoter information								
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" - Director, "O" - Executive Officer.								
Organization or company name	Family name	First given name	Secondary given names					
Province or country D O				4				
<b>, , , , , , , , , , , , , , , , , , , </b>								
c) Residential addres								
Complete Schedule 2 of this to the completed report. Sch							(a) and (b	) and attach

#### ITEM 10 – CERTIFICATION

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

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

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

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

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/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	Fathom Nickel Inc.				
Full legal name	Chen Eugene				
	Family name	First given name	ne Secondary given names		
Title	Director				
Telephone number	403-873-3771	Email address	echen@mc	leod-law.co	om
Signature	signed "Eugene Chen	Date	2021	03	22
		_	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 ind	ividual certifying the repor	t		
Full legal name	Furlong	Melissa		Title Legal Assistant
	Family name	First given name	Secondary giv names	ven
Name of company	McLeod Law			
Telephone number	403-254-3686		Email address	mfurlong@mcleod-law.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.

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:

- 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.