# Form 45-106F1 Report of Exempt Distribution

ITEM 1 – REPORT TYPE					
New report  Amended report If amended, provide filing	ng date of report that is being amended. (YYYY-MM-DD)				
ITEM 2 – PARTY CERTIFYING THE REPORT					
	For guidance regarding whether an issuer is an investment fund, refer to and the companion policy to NI 81-106.				
ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS					
Provide the following information about the issuer, or if the	he issuer is an investment fund, about the fund.				
Full legal name Fathom Nickel I	nc.				
Previous full legal name					
If the issuer's name changed in the last 12 mont	ths, provide most recent previous legal name.				
Website	(if applicable)				
If the issuer has a legal entity identifier, provide below. Re identifier".	efer to Part B of the Instructions for the definition of "legal entity				
Legal entity identifier					
	le 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 un	derwriter'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?
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 number, pro					
fund manager.	wide the nead office contact information of the investment				
Street Address					
Municipality	Province/State				
Country	Postal code/Zip code				
Telephone number	Website (if applicable)				
b) Type of investment fund	, , <u></u>				
Type of investment fund that most accurately identifies the issuer (sele	ect only one				
Money market Equity	Fixed income Balanced				
Alternative strategies Cryptoasset	Other (describe)				
Indicate whether one or both of the following apply to the investment	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 (UCIT directives that allow collective investment schemes to operate throughout the EU					
c) Date of formation and financial year-end of the investment					
Date of formation	Financial year-end				
YYYY MM DD	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 fund is	s 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 digit	s 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	of the control of the				
f) Net asset value (NAV) of the investment fund					
Select the NAV range of the investment fund as of the date of the most	t recent NAV calculation (Canadian \$)				
	\$25M to under \$100M				
	\$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 Sch	edule 1 of the report.					•
a)	Currency					
Select	the currency or currencies in wh	ich the distribution	n was made. All a	Iollar amounts provided in ti	he report must	be in Canadian dollars.
>	Canadian dollar	JS dollar [	Euro	Other (describe)		
b)	Distribution date(s)					
as bot	the distribution start and end da h the start and end dates. If the ution period covered by the repo	report is being file				date, provide the distribution date e start and end dates for the
	Start date	2022-	-12-29		End date	2022-12-29
		YYYY	MM DD			YYYY MM DD
c)	Detailed purchaser inforn	nation				
Comp	Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.					

#### Types of securities distributed d)

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
+ FTS (Flow-Thro		Flow-Through Common Shares	27,411,667.0000	0.0600		1,644,700.02

#### 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 security code	Underlying security code	, , , , , , , , , , , , , , , , , , , ,		Expiry date	Conversion	Describe other terms (if applicable)
			Lowest	Highest	(YYYY-MM-DD)	ratio	Describe other terms (if applicable)
	+						

### 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

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

Province or country		r Exemption relied on		Total amount (Canadian \$)
+	Alberta	NI 45-106 2.3 [Accredited investor]	2	45,000.00
+	Alberta	NI 45-106 5A.2 [Listed issuer financing exemption]	41	985,890.00
+	ВС	NI 45-106 5A.2 [Listed issuer financing exemption]	6	175,392.00
+	ON	NI 45-106 2.3 [Accredited investor]	1	25,000.02
+	ON	NI 45-106 5A.2 [Listed issuer financing exemption]	6	413,418.00
		1,644,700.02		
		Total number of unique purchasers <sup>2b</sup>	56	

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

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

#### g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.<sup>3</sup> If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

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

<sup>&</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)
-			

ITEM 8 - COMPENSATION INFORM	NOITAN			
Provide information for each person (as define distribution. <b>Complete additional copies of</b>				in connection with the
Indicate whether any compensation was paid,	, or will be paid, in connection	with the distribution.		
Yes	If yes, indicate number of	of persons compensated.	4	
a) Name of person compensated	and registration status	<u>'</u>		
Indicate whether the person compensated is a				
Yes	-			
If the person compensated is an individual, pr	rovide the name of the individu	ial.		
Full legal name of individual				
	Family name	First given name	Secondary given names	
If the person compensated is not an individua				
Full legal name of non-inc	dividual Echelon Wealth	Partners		
Firm NRD r	number 3 2 4 2	2 0 (if app	olicable)	
Indicate whether the person compensated fac	ilitated the distribution through	h a funding portal or an interne	t-based portal.	
No				
b) Business contact information				
If a firm NRD number is not provided in Item	8(a), provide the business cont	act information of the person b	eing compensated.	
Street address				
Municipality		Province/State		
Country		Postal code/Zip code		
Email address		Telephone number		
c) Relationship to issuer or invest	tmont fund manager	r diopnione number		
Indicate the person's relationship with the issue Instructions and the meaning of "control" in s	uer or investment fund manage section 1.4 of NI 45-106 for the			ed" in Part B(2) of the
Insider of the issuer (other th	_			
`	•	d		
	estment fund or investment fun	u manager		
Employee of the issuer or inv	vestment fund manager			
None of the above				
d) Compensation details				
Provide details of all compensation paid, or to Canadian dollars. Include cash commissions, sincidental to the distribution, such as clerical, allocation arrangements with the directors, of Cash commissions paid 84,0	securities-based compensation, printing, legal or accounting s	, gifts, discounts or other compe ervices. An issuer is not required ndividual compensated by the is	ensation. Do not report pay I to ask for details about, c suer.	yments for services or report on, internal
Value of all securities distributed as compensation <sup>4</sup> 84,0	054.60 Secur	rity codes	Security code 2 Secu	urity code 3
Describe terms of warra	ants, options or other rights 1	,400,910 Broker Warrant	ts - 3 year expiry / \$0	0.06
Other compensation <sup>5</sup>	Describe			
Total compensation paid 168,1	08.60			
Check box if the person will or	may receive any deferred con	npensation (describe the terms	below)	
4Describe the approach of a factor of the second		and the second of the second o	In the annual of the state of t	
<sup>4</sup> Provide the aggregate value of all securities distribute security codes for all securities distributed as compens <sup>5</sup> Do not include deferred compensation.	as compensation, <u>excluding</u> option sation, <u>including</u> options, warrants or	ris, warrants or other rights exercisab r other rights exercisable to acquire ac	ie to acquire additional securition dditional securities of the issue	r.
'				Add Item 8

ITEM 8 - COMPENSATION INFORMATIO	N			
Provide information for each person (as defined in NI distribution. <b>Complete additional copies of this pag</b>				in connection with the
Indicate whether any compensation was paid, or will	be paid, in connection wi	th the distribution.		
Yes If y	yes, indicate number of p	persons compensated.	4	
a) Name of person compensated and re-	gistration status			
Indicate whether the person compensated is a registro	ınt.			
If the person compensated is an individual, provide th	e name of the individual.	,		1
Full legal name of individual				
	Family name	First given name	Secondary given names	
If the person compensated is not an individual, provid Full legal name of non-individual	-			
			P. LLX	
Firm NRD number Indicate whether the person compensated facilitated to			plicable)	
No	ne alstribution through t	i funding portal of all interne	ri-basea portai.	
b) Business contact information				
If a firm NRD number is not provided in Item 8(a), pro	vide the business contac	t information of the person b	eing compensated.	
Street address			. 9 ү	
Municipality		Province/State		
Country		Postal code/Zip code		
•		·		
Email address		Telephone number		
c) Relationship to issuer or investment fu				
Indicate the person's relationship with the issuer or in Instructions and the meaning of "control" in section 1.				ed" in Part B(2) of the
Connected with the issuer or investn	•	, p. 1		
Insider of the issuer (other than an ir	vestment fund)			
Director or officer of the investment f	,	manager		
		3		
Employee of the issuer or investmen	t luliu managei			
None of the above				
d) Compensation details				
Provide details of all compensation paid, or to be paid Canadian dollars. Include cash commissions, securitie	l, to the person identified s-hased compensation, a	in Item 8(a) in connection wi	ith the distribution. Provid	e all amounts in
incidental to the distribution, such as clerical, printing	, legal or accounting serv	vices. An issuer is not required	to ask for details about, o	
allocation arrangements with the directors, officers or Cash commissions paid 1,680.00	employees of a non-indi	ividual compensated by the is	suer.	
	_	Convituoede 1	Contributed 2	unity and a 2
Value of all securities distributed as compensation <sup>4</sup> 1,680.00	Security	/ codes Security code 1	Security code 2 Secu	urity code 3
	_			
Describe terms of warrants, op	tions or other rights $\frac{28}{2}$	000 Broker Warrants	- 3 year expiry / \$0.0	)6
Other compensation <sup>5</sup>	Describe			
Total compensation paid 3,360.00				
Check box if the person will or may rec	eive any deferred comp	ensation (describe the terms	below)	
,				
<sup>4</sup> Provide the aggregate value of all securities distributed as com-	pensation, excluding options,	warrants or other rights exercisab	le to acquire additional securiti	es of the issuer. Indicate the
security codes for all securities distributed as compensation, <u>inc</u> <sup>5</sup> Do not include deferred compensation.	<u>luding</u> options, warrants or ot	ner rights exercisable to acquire a	aditional securities of the issue	
23 st morado doronou componedation.				Add Item 8

ITEM 8 - COMPENSATION INFORMAT	ON			
Provide information for each person (as defined in distribution. <b>Complete additional copies of this</b>				in connection with the
Indicate whether any compensation was paid, or w	ill be paid, in connection	with the distribution.		
Yes	If yes, indicate number	of persons compensated.	4	
a) Name of person compensated and	registration status			
Indicate whether the person compensated is a regi	strant.			
If the person compensated is an individual, provide	the name of the individu	ual.		_
Full legal name of individual				
	Family name	First given name	Secondary given names	
If the person compensated is not an individual, pro				
Full legal name of non-individ	Qvvest investm	ent Fund Management L	td.	
Firm NRD numl			plicable)	
Indicate whether the person compensated facilitate	ed the distribution throug	nh a funding portal or an interne	t-based portal.	
b) Business contact information				
If a firm NRD number is not provided in Item 8(a), Street address	provide the business con	tact information of the person b	eing compensated.	
Municipality		Province/State		
Country		Postal code/Zip code		
Email address		Telephone number		
c) Relationship to issuer or investmen	t fund manager			
Indicate the person's relationship with the issuer or				ted" in Part B(2) of the
Instructions and the meaning of "control" in section		e purposes of completing this sec	ction.	
Connected with the issuer or inve	_			
Insider of the issuer (other than a	n investment fund)			
Director or officer of the investme	nt fund or investment fur	nd manager		
Employee of the issuer or investr	nent fund manager			
X None of the above				
d) Compensation details				
Provide details of all compensation paid, or to be p	aid, to the person identif	ied in Item 8(a) in connection w	ith the distribution. Provia	le all amounts in
Canadian dollars. Include cash commissions, secur incidental to the distribution, such as clerical, print				
allocation arrangements with the directors, officers				si reperc en, anternac
Cash commissions paid 21,000.0	00			
Value of all securities distributed as	Seci.	Security code 1	Security code 2 Sec	eurity code 3
compensation <sup>4</sup> 21,000.0	<u></u>	mily codes		
Describe terms of warrants,	options or other rights 3	350,000 Broker Warrants	/ 3 year expiry / \$0.0	06
Other compensation <sup>5</sup>	Describe			
Total compensation paid 42,000.0	00			
Check box if the person will or may		mpensation (describe the terms	helow)	
Check box if the person will of may		ilpensation (describe the terms	Delow)	
<sup>4</sup> Provide the aggregate value of all securities distributed as of	compensation, <u>excluding</u> optic	ons, warrants or other rights exercisab	le to acquire additional securiti	ies of the issuer. Indicate the
security codes for all securities distributed as compensation	including options, warrants o	or other rights exercisable to acquire a	dditional securities of the issue	yr
<sup>5</sup> Do not include deferred compensation.				Add Item 8

ITEM 8 - COMPENSATION INFORMATION	N					
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. 4						
a) Name of person compensated and re	gistration status					
Indicate whether the person compensated is a registr	ant.					
If the person compensated is an individual, provide to	ne name of the individu	ıal.		_		
Full legal name of individual						
If the person compensated is not an individual provi	Family name	First given name	Secondary given names			
If the person compensated is not an individual, proving Full legal name of non-individual full legal name of non-individual full full full full full full full f						
			P. LLS			
Firm NRD numbe Indicate whether the person compensated facilitated			applicable)			
matcate whether the person compensated facilitated	the distribution throug	n a funding portat or an inte	riet-basea portat.			
b) Business contact information						
If a firm NRD number is not provided in Item 8(a), pr	ovide the business cont	tact information of the persor	being compensated.			
Street address						
Municipality		Province/Sta	te			
Country		Postal code/Zip cod				
Email address		Telephone numb	er			
c) Relationship to issuer or investment to	-					
Indicate the person's relationship with the issuer or in Instructions and the meaning of "control" in section				ted" in Part B(2) of the		
Connected with the issuer or investi		F				
Insider of the issuer (other than an i	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 Canadian dollars. Include cash commissions, securiti						
incidental to the distribution, such as clerical, printing	g, legal or accounting s	ervices. An issuer is not requi	red to ask for details about,	or report on, internal		
allocation arrangements with the directors, officers of Cash commissions paid 1,050.00	<b>—</b> ' '	ndividual compensated by the	e issuer.			
		Convitu and 1	Converte and 2 Con	aurity and 2		
Value of all securities distributed as compensation <sup>4</sup>	Secu	rity codes Security code 1	Security code 2 Sec	curity code 3		
Describe terms of warrants, op	otions or other rights					
Other compensation <sup>5</sup>	Describe					
Total compensation paid 1,050.00						
Check box if the person will or may re	— ceive anv deferred con	npensation (describe the ter	ns below)			
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 con-						
security codes for all securities distributed as compensation, in <sup>5</sup> Do not include deferred compensation.	<u>cluding</u> options, warrants o	r other rights exercisable to acquir	e additional securities of the issue			
Do not motado dotorios compensadori.				Add Item 8		

ITEM 9 - DIRECTORS, EXEC	CUTIVE OFFIC	CERS AND F	PROMOTERS O	F THE ISSUER				
If the issuer is an investment fu	nd, do not com	plete Item 9.	Proceed to Item 1	0.				
Indicate whether the issuer is any o	of the following	(select the one	that applies - if m	ore than one applies	s, select only o	one).		
<b>X</b> Reporting issuer in ar	ny jurisdiction of	Canada						
Foreign public issuer								
Wholly owned subsid	liary of a reporti	ng issuer in a	ny jurisdiction of C	anada <sup>6</sup>				
	Provide nan	ne of reporting	issuer					
Wholly owned subsid	liary of a foreigr	n public issuer	6					
,	Provide name o	f foreign public	c issuer					
Issuer distributing on	ly eligible foreig	n securities a	nd the distribution	is to permitted client	s only <sup>7</sup>			
If the issuer is at least one of the above, do not complete Item 9(a) - (c). Proceed to Item 10.  An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.  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	If the issuer is none of the above, check this box and complete Item 9(a) - (c).							
a) Directors, executive of	officers and pro	omoters of th	ne 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 name	Secondary given names	Business location of non-individual or residential jurisdiction of individual		elationship to issuer elect all that apply)		
				Province or country	D	0	Р	
+								
b) Promoter information								
If the promoter listed above is not within Canada, state the province								
								_
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction		ationship to p one or both it		
				Province or country	у D	)	0	
-								
c) Residential address	s of each indiv	/idual						
Complete Schedule 2 of this to the completed report. Sch							(a) and (l	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	e	Secondary giv	ren names
Title	Lawyer				
Telephone number	403-873-3771	Email address	echen@r	nen@mcleod-law.com	
Signature	"E Chen"	Date	2023	01	06
		•	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.

Full legal name	Furlong	Melissa		Title Legal Assistant
	Family name	First given name	Secondary give names	en
Name of company	McLeod Law LLP			
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.