Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 10137070

ITEM 1 - REPORT TYPE									
✓ New report									
☐ Amended report If ame	nded, provide filing date	of report that is being	g amen	nded	(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.									
☐ Investment fund issuer									
✓ Issuer (other than an investigation)	stment fund)								
Underwriter	ourione raina,								
ITEM 3 - ISSUER NAME AND OT			. ,						
Provide the following information about the			und.						
Full legal name	Brascan Resources Inc). 							
Previous full legal name									
If the issuer's name changed in th	e last 12 months, provide most	recent previous legal name	2.						
Website	https://brascanresource	resources.com/ (if applicable)							
If the issuer has a legal entity identifier, pr	ovide below. Refer to Part B of t	he Instructions for the defi	nition of	"legal entity identifier".					
Legal entity identifier									
If two or more issuers distributed a single :	security, provide the full legal no	ame(s) of the co-issuer(s) o	ther thar	n the issuer named above.					
Full legal name(s) of co-issuer(s)		(if ap	plicable)						
ITEM 4 - UNDERWRITER INFORM	MATION								
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm NRD n	umber.						
Full legal name									
Firm NRD number		(if applicable	2)						
If the underwriter does not have a firm NR	D number, provide the head off	ice contact information of	the unde	erwriter.					
Street address									
Municipality		Province/S	State						
Country		Postal code/Zip	code						
Telephone number		Wel	osite		(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 0						
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						
Does the issuer have a SEDAR profile?						
No ✓ Yes If yes, provide SEDAR profile number 0 0 0 5 2 2 2 8						
If the issuer does not have SEDAR profile complete item 5(d) - (h).						
d) Head office address						
Street address Province/State						
Municipality Postal code/Zip code						
Country Telephone number						
e) Date of formation and financial year-end						
Date of formation Financial year-end MM DD						
f) Reporting issuer status						
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes						
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.						
AII AB BC MB NB NL NT						
NS NU ON PE QC SK YT						
g) Public listing status						
If the issuer has a CUSIP number, provide below (first 6 digits only)						
CUSIP number						
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an						
exchange and not a trading facility such as, for example, an automated trading system. Exchange name						
h) Size of issuer's assets						

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

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

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

Item 7 - Information About the Distribution 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. Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. ✓ Canadian dollar US dollar Euro Other (describe) Distribution date(s) 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 End date 2023 04 18 2023 04 18 YYYY MM DD YYYY MM DD Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. 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
C M S	1054A7	Common Shares	300,000.00	0.0500		15,000.00

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 security code		Underlying security code		Exercise price (Canadian \$)		Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)		
					Lowest	Highest				

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 ²⁸ purchasers	Total amount (Canadian \$)
Québec	Other	1	15,000.00
	15,000.00		
	Total number of unique purchasers ^{2b}	1	

^{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.

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)

TEM 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	on was paid, or will be	paid, in connecti	on with the distri	bution.				
✓ No ☐ Yes	If yes, indicate n	umber of perso	ons compensate	ed.				
a) Name of person compen	sated and registration	on status						
Indicate whether the person compe	Indicate whether the person compensated is a registrant. No Yes							
If the person compensated is an inc	If the person compensated is an individual, provide the name of the individual.							
Full legal name of individu	ıal							
	Family	/ name	Firs	t given nam	ne	Seco	ndary given	names
If the person compensated is not a	n individual, provide th	e following infor	mation.					
Full legal name of	non-individual							
Firm	NRD number				(if app	olicable)		
Indicate whether the person compe	ensated facilitated the	distribution throu	gh a funding por	tal or an ir	nternet-based	portal.	No	o 🗌 Yes
b) Business contact informa	ation							
If a firm NRD number is not provid	led in Item 8 (a), provid	le the business co	ntact information	of the pe	rson being co	mpensated.		
Street address								
Municipality				Pro	vince/State			
Country			F	Postal cod	de/Zip code			
Email address				Telepho	one number			
c) Relationship to issuer or	investment fund ma	nager						
Indicate the person's relationship w the Instructions and the meaning o							onnected" in	Part B(2) of
Connect with the issuer	or investment fund ma	nager		Insider of	the issuer (ot	her than an	investment	fund)
Director or officer of the	investment fund or inv	estment fund ma	nager	Employee	e of the issuer	or investme	ent fund ma	nager
None of the above								
d) Compensation details								
Provide details of all compensation Canadian dollars. Include cash com- incidental to the distribution, such a allocation arrangements with the d	missions, securities-ba as clerical, printing, leg	sed compensatio al or accounting	n, gifts, discounts services. An issue	or other cor r is not req	ompensation. Juired to ask f	Do not repo	rt payment:	for services
Cash commissions paid				Se	ecurity code 1	Security co	ode 2 Sec	urity code 3
Value of all securities distributed as compensation ⁴			Security codes					
Describe term	ns of warrants, options	or other rights						
Other compensation ⁵		Describe						
Total compensation paid								
Check box if the person will or may receive any deferred compensation (describe the terms below)								
⁴ Provide the aggregate value of a additional securities of the issuer. rights exercisable to acquire additi ⁵ Do not include deferred compens	Indicate the security of the	codes for all secu						

TEM 9 - DIRECTORS, EXECU	м 9 - Directors, Executive Officers and Promoters of the Issuer							
If the issuer is an investment fun	d, do not complete	Item 9. Procced to	Item 10.					
Indicate whether the issuer is any c	Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).							
✓ Reporting issuer in any juri	sdiction of Canada							
Foreign public issuer								
Wholly owned subsidiary o	f a reporting issuer in	n any jurisdiction of	Canada ⁶					
Provide nar	me of reporting issue	er]
Wholly owned subsidiary of	f a foreign public iss	uer ⁶						_
Provide name o	f foreign public issue	er						
Issuer distributing only eligi	ble foreign securities	s and the distribution	on is to permitted clie	ents only ⁷				_
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (c). Proceed to Item	10.				
⁶ 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. 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 office	rs and promoters	of the issuer						
Provide the following information fo territory; otherwise state the country						tate the	province	or
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individu resident jurisdictio individu	ual or ail n of		onship to ct all that	
				Province or	country	D	0	Р
b) Promoter information								
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.								
Organization or company name	Family name	First given name	Secondary given names	individual				
				Province or country	D		C)
c) Residential address of each	h 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 exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/investment fund manager/agent	Brascan Resources Inc.								
Full legal name	Johal								
	Family name	First given name	Secondary given names						
Title	CEO & Director	CEO & Director							
Telephone number	6048121747	Email address b	johal75@gmail.com						
Signature	/s/ Balbir Johal	Date	2023 04 19						
			YYYY MM DD						

ITEM 11- CONTACT PERSON							
Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.							
Same as individual certifying the report							
Full legal name	Wong	Jennifer				Title	Corporate Administrator
	Family name	First given n	name	Secondary given names			
Name of company	Amalfi Corporate Services Ltd.						
Telephone number	2365210626 E			ail address	jw@amalficorp.ca		

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.