

Start-up Crowdfunding Registration and Prospectus Exemptions

Form 5 - Start-up Crowdfunding – Report of Exempt Distribution

GENERAL INSTRUCTIONS:

(1) **Filing Instructions**

An issuer relying on the start-up crowdfunding prospectus exemption is required to file a report of exempt distribution no later than the 30th day after the closing of the distribution as follows:

- **In all participating jurisdictions (except British Columbia)** – file this form through the System for Electronic Document Analysis and Retrieval (SEDAR) in accordance with National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR). Schedule 1 to Form 5 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.
- **In British Columbia** – use Form 45-106F1 Report of Exempt of Distribution and file through BCSC eServices at <http://www.bcsc.bc.ca>.

The report of exempt distribution must be filed where the issuer has made a start-up crowdfunding distribution, as well as in the participating jurisdiction where the issuer's head office is located.

- (2) References to a purchaser in this report are to the beneficial owner of the securities.
- (3) This form must be completed and certified by an authorized individual on behalf of the issuer.
- (4) For issuer information and for information relating to the filing of this form, please refer to the Start-up Crowdfunding Guide for Businesses available on the website of the securities regulatory authority or regulator of the participating jurisdictions.

ISSUER INFORMATION

Item 1

Full legal name:

Former legal name:

(If the legal name has changed since the last report)

Head office address

Street address:

City / Town:

Province: Postal code:

Telephone: Fax:

123 456-7890 Extension 123 456-7890

Website URL:

Item 2

Full legal name of contact person:

OLIVIER		BERTHIAUME
First name	Middle name(s)	Last name

Business address

Street address: 1048 PIERRE-DUPAIGNE PLACE

City / Town: MONTREAL

Province: Quebec Postal code: H2M2S5

A9C9E9

Telephone: 514 796-6548 Extension Fax: 123 456-7890 123 456-7890

E-mail: OBERTHIAUME@QUIMBAYAGOLD.COM

Position with issuer: CFO

Item 3

Indicate the industry of the issuer by checking the appropriate box:

<input type="checkbox"/> Bio-tech	<input type="checkbox"/> Hi-tech	<input type="checkbox"/> Oil and gas
<input type="checkbox"/> Financial services	<input type="checkbox"/> Industrial	<input type="checkbox"/> Real estate
<input type="checkbox"/> Forestry	<input checked="" type="checkbox"/> Mining	<input type="checkbox"/> Utilities
<input type="checkbox"/> Other: _____ (Describe)		

START-UP CROWDFUNDING DISTRIBUTION

Item 4

Date the offering document was first made available to purchasers through the funding portal:

May 12 2021
M D Y

Date of the closing of the distribution:

Aug 11 2021
M D Y

Item 5

Type of eligible securities offered: Common shares

Item 6

If the eligible securities offered are convertible, describe the type of underlying security, the terms of conversion, and any expiry date.

Type of underlying security: Not applicable

Expiry date: M D Y

Terms of conversion:

Item 7

Total number of eligible securities distributed: 57,285.0000

Price per eligible security (\$): 0.35

Item 8

Aggregate funds raised through this distribution (\$): 20,049.75

Updated automatically from Item 11.

Item 8.1

Have funds been raised through concurrent distributions using other prospectus exemptions that are unconditionally available to the issuer to satisfy the minimum amount disclosed in the start-up offering document? Yes No

If yes, indicate amount raised (Canadian \$):

Item 9

Total commission, fee and any other amount paid to the funding portal for this distribution (\$): 10,000.00

Item 10

Complete schedule 1 to this form.

Item 11

Complete the following table with respect to funds raised through this start-up distribution.

Each participating jurisdiction where purchasers of the securities reside	Number of purchasers	Aggregate funds raised from purchasers in the participating jurisdiction (Canadian \$)
Quebec	102	20,049.75
Select jurisdiction		
Select jurisdiction		
Select jurisdiction		
Select jurisdiction		
Select jurisdiction		
Select jurisdiction		
Total number of purchasers	102	X
Aggregate funds raised from purchasers in all the participating jurisdictions (Canadian \$)	X	20,049.75

CERTIFICATE

On behalf of the issuer, I certify that the statements made in this report are true and complete.

Full legal name of the issuer:

Signature: Date:
M D Y

Print name:

Position held:

Telephone:
123 456-7890 Extension

E-mail:

IT IS AN OFFENSE TO MAKE A MISREPRESENTATION IN THIS REPORT

NOTICE – COLLECTION AND USE OF PERSONAL INFORMATION

The personal information required under this report is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators of the participating jurisdictions 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, where applicable, the regulator in each of the participating jurisdictions where the report is filed, at the address(es) listed at the end of this report.

Questions:

Refer any questions to the following participating jurisdictions:

Saskatchewan	Financial and Consumer Affairs Authority of Saskatchewan Securities Division Suite 601 – 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: 306-787-5645 Fax: 306-787-5842 E-mail: exemptions@gov.sk.ca www.fcaa.gov.sk.ca
Manitoba	The Manitoba Securities Commission 500 – 400 St Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2548 Toll free in Manitoba: 1-800-655-2548 Fax: 204-945-0330 E-mail: exemptions.msc@gov.mb.ca www.mbsecurities.ca
Québec	Autorité des marchés financiers Direction du financement des sociétés 800, rue du Square-Victoria, 22nd floor P.O. Box 246, Tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: 514-395-0337 Toll free in Québec: 1-877-525-0337 Fax: 514 873-3090 E-mail: financement-participatif@lautorite.qc.ca www.lautorite.qc.ca
New Brunswick	Financial and Consumer Services Commission 85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Toll free: 1-866-933-2222 Fax: 506-658-3059 E-mail: emf-md@fcnb.ca www.fcnb.ca
Nova Scotia	Nova Scotia Securities Commission Suite 400, 5251 Duke Street Halifax, Nova Scotia B3J 1P3 Telephone: 902-424-7768 Toll free in Nova Scotia: 1-855-424-2499 Fax: 902-424-4625 E-mail: nssc.crowdfunding@novascotia.ca nssc.novascotia.ca