# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 10085292

ITEM 1 - REPORT TYPE							
☐ New report							
Amended report If amended, provide filing date of report that is being amended 2023 02 27 (YYYY-MM-DD)							
ITEM 2 - PARTY CERTIFYING TH	E 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	nuous Disclosure and the comp	amon policy to tvi o	100.				
✓ Issuer (other than an investment of the state of th	stment fund)						
Underwriter	anon ana,						
ITEM 3 - ISSUER NAME AND OT							
Provide the following information about th		vestment fund, abou	t the fund.				
Full legal name	Sanu Gold Corp.						
Previous full legal name							
If the issuer's name changed in th	e last 12 months, provide most	recent previous legal	l name.				
Website	https://sanugoldcorp.co	ttps://sanugoldcorp.com/ (if applicable					
If the issuer has a legal entity identifier. pr	ovide below. Refer to Part B of t	he Instructions for th	ne definition c	of "legal entity identifier".			
Legal entity identifier	984500BE5C9D66BEF	C43					
If two or more issuers distributed a single s	security, provide the full legal no	ame(s) of the co-issu	er(s) other the	an the issuer named above.			
Full legal name(s) of co-issuer(s)			(if applicable	2)			
ITEM 4 - UNDERWRITER INFORM	MATION						
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm N	NRD number.		1		
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)				(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 <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: ✓ 0 - 49 ☐ 50 - 99 ☐ 100 - 499 ☐ 500 or more				
c) SEDAR profile number				
Does the issuer have a SEDAR profile?				
No				
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 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						
<sup>1</sup> 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	Date of formation Financial year-end MM DD MM DD					
d) Reporting issuer st	atus of the investment fund					
Is the investment fund a reporting 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 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						
-	AV) 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	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.

a)	Currency									
Sele	Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.									
<b>√</b>	Canadian dollar U	S dollar		] Euro	Other (describe)					
b)	Distribution date(s)									
as b	e the distribution start and end oth the start and end dates. If t ribution period covered by the r	ne report is b	,	J.	•	,				
	Start date	2023	02	17	End date	2023	02	17		
		YYYY	MM	DD	•	YYYY	MM	DD	-	

#### c) Detailed purchaser information

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	
U	В	S	80302D	each unit comprises one common share of the Company and one half of one common share purchase warrant. Each full Warrant entitles the holder to purchase one Common Share of the Company at a price of \$0.40 for 36 months from close.	11,112,037.00	0.2700	0.2700	3,000,249.99

#### 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.

ex	xcha	ertib angea rity c	able		nderlyi curity c			se price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)	
							Lowest	Highest				
V	V	Z	Т	С	М	S	0.4000	0.4000	2026-02-17	1:1	Each full Warrant entitles the holder to purchase one Common Share of the Company at a price of \$0.40 for a period expiring 36 months following the closing date of the Placement.	

#### 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 <sup>2<u>a</u></sup> purchasers	Total amount (Canadian \$)
Australia	NI 45-106 2.3 [Accredited investor]	1	299,999.97

Virgin Islands, British	NI 45-106 2.3 [Accredited investor]	1	27,000.00			
Alberta	NI 45-106 2.3 [Accredited investor]	2	154,170.00			
British Columbia	NI 45-106 2.3 [Accredited investor]	19	1,047,850.02			
Manitoba	NI 45-106 2.3 [Accredited investor]	1	20,250.00			
Ontario	NI 45-106 2.3 [Accredited investor]	3	135,750.06			
Québec	NI 45-106 2.3 [Accredited investor]	1	216,000.00			
Cayman Islands	NI 45-106 2.3 [Accredited investor]	2	169,560.00			
Cayman Islands	NI 45-106 2.10 [Minimum amount investment]	1	399,999.87			
Sweden	NI 45-106 2.3 [Accredited investor]	1	9,990.00			
Switzerland	NI 45-106 2.3 [Accredited investor]	1	49,950.00			
Thailand	NI 45-106 2.3 [Accredited investor]	1	270,000.00			
United Kingdom	NI 45-106 2.3 [Accredited investor]	2	40,500.00			
United Kingdom	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	24,300.00			
United States	NI 45-106 2.3 [Accredited investor]	2	134,930.07			
	Total dollar amount of securities distrib					
	Total number of unique purchasers <sup>2</sup> b					

<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. 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.

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 connection with the distribution.  No V Yes If yes, indicate number of persons compensated.	ITEM 8 - COMPENSATION INFORMATION						
No ✓ Yes If yes, indicate number of persons compensated.	Indicate whether any compensation was paid, or will be paid, in connection with the distribution.						
	No ✓ Yes If yes, indicate number of persons compensated. 4						

a) Name of person comp	pensated and regis	stration	status										
Indicate whether the person co	mpensated is a regist	rant.			☐ No		<b>√</b>	] Yes					
If the person compensated is a	n individual, provide	the nam	e of the	individ	dual.								
Full legal name of indiv	/idual												
		Family na	ame			Firs	st given	name		Secon	dary gi	ven names	
If the person compensated is not an individual, provide the following information.													
Full legal name of non-individual HAYWOOD SECURITIES INC. / VALEURS MOBILIERES HAYWOOD Inc.													
Firm NRD number 1 6 3 0 (if applicable)													
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.													
b) Business contact information													
If a firm NRD number is not pr	ovided in Item 8 (a), <sub>I</sub>	orovide t	he busir	ness co	ontact info	rmatior	n of the	persoi	n being co	ompensated.			
Street address													
Municipality								Provin	ce/State	:			
Country						F	Postal	code/	Zip code	•			
Email address							Tele	phone	numbei	-			
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.  Connect with the issuer or investment fund manager  Director or officer of the investment fund or investment fund manager  Employee of the issuer or investment fund manager													
✓ None of the above													
d) Compensation details													
Provide details of all compensation paid, or to be paid, to 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 pa	17,8	20.00						Secur	ity code 1	Security cod	e 2	Security c	ode 3
Value of all securitie distributed as compensation	1 17 Ω	20.00		5	Security co	odes		W	N T		$\perp$		
Describe t	terms of warrants, o	otions or	other ri	ghts		e 1 cc	ommo	n shar	e of the	Varrant entitl company at			
Other compensation	n <sup>5</sup>		Desc	cribe									
Total compensation pa	35,6	50.00											
Check box if the person will or may receive any deferred compensation (describe the terms below)													
<sup>4</sup> Provide the aggregate value additional securities of the issinghts exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the sec additional securities o	urity cod	les for a	ensatio Il secu	on, <u>exclud</u> urities disti	ing opti ributed	ions, w as con	arrants npensa	s or other ation, <u>incl</u>	rights exercisa uding options,	able to warra	acquire nts or oth	er

a) Name of person comp	ensated and regis	stration	status											
Indicate whether the person co	mpensated is a regist	rant.			☐ No		<b>√</b>	Yes	3					
If the person compensated is ar	n individual, provide	the nam	e of the i	ndivid	lual.									
Full legal name of indiv	vidual													
		Family na	ame		<b>I</b>	Firs	st given	name			Seco	ndary (	jiven nam	es
If the person compensated is not an individual, provide the following information.														
Full legal name	Full legal name of non-individual Canaccord Genuity Corp./Corporation Canaccord Genuity													
Firm NRD number 9 0 0 (if applicable)														
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  Ves														
b) Business contact information														
If a firm NRD number is not pro	ovided in Item 8 (a), <sub>I</sub>	orovide t	he busin	ess co	ntact info	rmatio	n of the	e perso	n being	g con	pensated.			
Street address														
Municipality								Provir	nce/St	ate				
Country						F	Postal	code	/Zip co	de				
Email address							Tele	phone	e numl	ber				
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.  Connect 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														
<del>_</del>	None of the above													
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  810.00														
·								Т	rity code		Security co	de 2	Security	code 3
Value of all securitie distributed as compensation	ı Q	10.00		S	Security c	odes	Į	W	N	Т				
Describe t	erms of warrants, op	otions or	other rio	ghts	1 '	se 1 cc	ommo	n shai	re of th	ne co	rant entitlompany at			
Other compensatio	n <sup>5</sup>		Desc	ribe										
Total compensation pa	1,6	20.00												
Check box if the person will or may receive any deferred compensation (describe the terms below)														
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the sec dditional securities o	urity cod	les for all	nsatio Il secu	n, <u>exclua</u> vrities dist	<u>ling</u> opti ributed	ions, w as con	rarrants mpensa	s or oth ation, <u>ii</u>	ner rig nclud	ghts exercis l <u>ing</u> options	sable t , warr	o acquire ants or o	e ther

a) Name of person comp	pensated and regis	stration	status										
Indicate whether the person co	mpensated is a regist	rant.			] No		$\checkmark$	Yes					
If the person compensated is an	n individual, provide	the name	e of the ind	lividua	l.								
Full legal name of indiv	/idual												
		Family na	ame			Firs	t given	name			Secondary	given names	3
If the person compensated is not an individual, provide the following information.													
Full legal name of non-individual EVENTUS CAPITAL CORP													
Firm NRD number 5 2 5 2 0 (if applicable)													
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.													
b) Business contact information													
If a firm NRD number is not pro	ovided in Item 8 (a), <sub>I</sub>	orovide t	he busines:	conta	ct infor	mation	of the	persoi	n being c	ompens	ated.		
Street address													
Municipality							ſ	Provin	ce/State	Э			
Country						Р	ostal	code/	Zip code	Э			
Email address							Tele	phone	numbe	r			
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.  Connect 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  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 pa		20.01						Т	ity code 1	Sec	urity code 2	Security of	ode 3
Value of all securitie distributed as compensation	1 10.5	28.81		Sec	urity co	des		W	N T				
Describe t	Describe terms of warrants, options or other rights  183,440 Brokers Warrants. Each Warrant entitles the holder to purchase 1 common share of the company at an exercise price of \$0.40 until February 17, 2023.												
Other compensation	n⁵		Describ	е									
Total compensation pa	99,0	57.62											<u> </u>
Check box if the person will or may receive any deferred compensation (describe the terms below)													
<sup>4</sup> Provide the aggregate value additional securities of the issinghts exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the sec additional securities o	urity cod	es for all s	ation, <u>i</u> ecuritio	excludii es distri	<u>ng</u> optid ibuted d	ons, wa as con	arrants npensa	or other	rights e luding o	exercisable options, warr	to acquire rants or oth	er

a) Name of person comp	ensated and	d registra	ation s	status									
Indicate whether the person co	mpensated is a	ı registraı	nt.			☐ No		<b>√</b>	Yes				
If the person compensated is ar	individual, pr	ovide the	name	of the	individ	lual.							
Full legal name of indiv	ridual												
		Fai	mily naı	me			First	t given ı	name		Secondary	given names	3
If the person compensated is not an individual, provide the following information.													
Full legal name	of non-indiv	idual P	I Fina	ncial C	Corp./	'Corporat	ion Fir	nanciè	re PI				
F	irm NRD nui	mber	5	2	9	0				(if app	olicable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.													
b) Business contact information													
If a firm NRD number is not pro	ovided in Item	8 (a), pro	vide th	ne busin	ess co	ntact infor	mation	of the	persor	being co	mpensated.		
Street address	Street address												
Municipality								F	Provin	ce/State			
Country							Р	ostal	code/2	Zip code			
Email address								Telep	ohone	number			
c) Relationship to issuer or investment fund manager													
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.  Connect 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													
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  6,480.00													
Value of all securitie								- 1	W	ty code 1	Security code 2	Security of	ode 3
distributed as compensation	- 1	6,480	.00		S	Security co	des	L	VV	IN I			
Describe t	erms of warra	nts, optic	ons or	other ri	ghts		e 1 co	mmor	share	e of the o	/arrant entitles t company at an e		
Other compensatio	n <sup>5</sup>			Desc	ribe								
Total compensation paid 12,960.00													
Check box if the person will or may receive any deferred compensation (describe the terms below)													
<sup>4</sup> Provide the aggregate value of additional securities of the issu- rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	ıer. Indicate tl dditional secu	ne securit	ty code	es for al	nsatio Il secu	n, <u>excludii</u> urities distr	<u>ng</u> optio ibuted a	ons, wa as com	arrants npensa	or other i tion, <u>inclu</u>	rights exercisable u <u>ding</u> options, wan	to acquire rants or oth	er

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER							
If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.											
Indicate whether the issuer is any o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y one).						
✓ Reporting issuer in any juris	sdiction of Canada										
Foreign public issuer											
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup>											
Provide name of reporting issuer											
Wholly owned subsidiary of a foreign public issuer <sup>6</sup>											
Provide name of foreign public issuer											
Issuer distributing only eligil	ble foreign securities	and the distribution	n is to permitted clie	ents only <sup>7</sup>				_			
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.							
<sup>6</sup> 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. <sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.											
If the issuer is none of the above, check this box and complete Item 9(a) - (c).											
a) Directors, executive officers and promoters of the issuer  Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or											
territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.											
Organization or company name  Family name  First given name  Secondary given names  Secondary given names  First given name  Rusiness location of non-individual or residentail jurisdiction of individual						onship to					
				Province or	country	D	0	Р			
b) Promoter information											
If the promoter listed above is not an within Canada, state the province or											
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual			o to promoter both if applicable)				
				Province or country	D		C	)			
c) Residential address of eac	h individual										
Complete Schedule 2 of this form completed report. Schedule 2 also					(a) and (b)	and at	tach to t	he			

# 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	Sanu Gold Corp.					
Full legal name	Teshima	Michelle				
	Family name	First given name	'	Seconda	ıry given nan	nes
Title	Corporate Administrator					
Telephone number	6048091411	Email address	mteshin	na@sentin	elcorp.ca	
Signature	mteshima@sentinelcorp.ca	Date	2023	02	28	
			YYYY	MM	DD	

TEM 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 individua	al certifying the report							
Full legal name				Title				
	Family name	First given name	Secondary given names					
Name of company								
Telephone number		En	nail address					

## 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.