Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

Item 1 - Report Type	
New report	ide filing date of report that is being amended (YYYY-MM-DD)
ITEM 2 - PARTY CERTIFYING THE REPORT	
Indicate the party certifying the report (select only one). Fo National Instrument 81-106 Investment Fund Continuous	For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of
Investment fund issuer	
 ✓ Issuer (other than an investment fund) 	d)
ITEM 3 - ISSUER NAME AND OTHER IDENTI	
Provide the following information about the issuer, or if the Full legal name Velocity Mi	
	Minerals Ltd.
Previous full legal name	
	onths, provide most recent previous legal name.
Website	(if applicable)
If the issuer has a legal entity identifier₂ provide below. Ref Legal entity identifier	Refer to Part B of the Instructions for the definition of "legal entity identifier".
ITEM 4 - UNDERWRITER INFORMATION	
If an underwriter is completing the report, provide the und	nderwriter's full legal name and firm National Registration Database (NRD) number.
Full legal name	
Firm NRD number	(if applicable)
	ovide 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 corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool .
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. If the issuer is in the mining industry , indicate the stage of operations. If the issuer is in the category that best describes the issuer's stage of operations. If the category that best describes the issuer's stage of operations. If the category that best describes the issuer's stage of operations.
Is the issuer's primary business is to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Image:
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?
NoYesIf yes, provide SEDAR profile number00016084
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 YYYY 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.
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 names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange name(s):
h) Size of issuer's assets
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full 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 ma	inager information						
Full legal name							
Firm NRD number	(if applicable)						
If the investment fund man	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 that	most accurately identifies the issuer (select only one) .						
Money market	Equity Fixed income						
Balanced	Alternative strategies 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 ¹							
¹ Undertaking for the Collectiv directives that allow collective	re Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) e investment schemes to operate throughout the EU on a passport basis on authorization from one member state.						
	nd financial year-end of the investment fund						
Date of formati							
	YYYY MM DD MM DD						
d) Reporting issuer sta	atus of the investment fund						
	orting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes						
If yes, select the jurisdictions of All	of Canada in which the investment fund is a reporting issuer. AB BC MB NL NT						
e) Public listing status	NU ON PE QC SK YT of the investment fund						
	CUSIP number, provide below (first 6 digits only)						
.,	CUSIP number						
If the investment fund is pub	licly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for						
	for and received a listing, which excludes, for example, automated trading systems.						
Exchange name							
f) Net asset value (NA	V) of the investment fund						
-	nvestment fund as of the date of the most recent NAV calculation (Canadian \$).						
\$0 to under \$5M	S5M to under \$25M \$25M to under \$100M						
\$100M to under \$500							
	YYYY MM DD						

ITEN	17	-	Inf	ORMATION	Авс	OUT TH	e D	DISTRIB	UTIC	N								
				ed outside of C ent in that juri														h
	ıld l	be d	isclo	sed in Item 8. 1														
a)			enc															
_	_			ncy or currencie				bution w				-		report mu.	st be in	Canadiai	n dollars.	
<u>ا</u>				in dollar		JS dollaı] Eur	0	Other	(describ	e)					
b) Sta				ion date(s) bution start an	d end a	dates. If th	ne re	port is be	eing fi	led for se	curities distril	outed on	only on	e distribut	tion dat	te, provide	e the distributio	n date
as	bot	h th	e sta	rt and end date	es. If th	e report i												
uis	un	ullo	n pe	riod covered by Sta	art date		7	07	05	5		End da	te	2017	07	14		
						YYYY		MM	DD					YYY	MM	DD		
c)	Б	eta	iled	purchaser in	forma	ition												
,				edule 1 of th			ach	purcha	ser a	nd atta	ch the sche	dule to	the co	mpleted	repoi	rt.		
d)	-			f securities di		-		-										
, Pi	ovi	le tl	he fo	llowing inform	ation f	or all dist												
				r how to indico e information														
			estic								, r or onampt							
															(Canadian \$	S	
		ecuri code		CUSIP number (if applicable)		Des	cripti	on of secu	urity		Numbe secur			ngle or owest price	High	est price	Total amo	unt
	U	N	т	92258F		s compr e and o					8,857	7,000.00	D	0.2500			2,214,2	50.00
						e purch												
	<u> </u>	Μ		92258F		mon sh),000.00	-	0.2500			150,0	
		Μ		92258F		mon sh					18,000),000.00	5	0.2500			4,500,0	00.00
e)				of rights and o				-			nrice and ex	niny date	for pac	h right If (inv cor	wertihle /e	ychanaeable s	ocuritios
				ed, provide the				•			• •				-		xenangeable s	
	5	Secu cod		Underlying security code		Exerc (Can	cise p adiar	orice n \$)			iry date - MM-DD)	Conve rati		Desc	rihe othe	er items (if	applicable)	
		000			L	owest		Highest	t	(1111 00)	- Tati	0	2000			approabley	
f)			-	/ of the distri														
				dollar amount des and for eac														re a
di	strib	utic	on in	a jurisdiction c	f Cand	ida, inclu	de di	istributio	ns to p	ourchaser	s resident in t	that jurise	liction	of Canada	only.		-	
				iires a separate des, if a purcha														
ju	risdi	ctio	n.	-		-									, , , , , , ,			5
FC	r ju	risai		ns within Canad	aa, stat	te the pro	vince	e or terru	ory, o	therwise :	state the cour	ntry.	Nicure	haraf				
			P	rovince or country						n relied on				ber of hasers		Total amou	Int (Canadian \$)	
		В	ritis	h Columbia	1	NI 45-10	06 2	2.3 [Ac	credi	ted inve	estor]			38			1,234,250	0.00
		В	ritis	h Columbia		NI 45-10 mining p				eum, na	atural gas	and		3			3,375,000	0.00
		В	ritis	h Columbia	(Other								1			150,000	0.00
				Alberta	1	NI 45-10	06 2	2.3 [Ac	credi	ted inve	estor]			6			130,000	0.00
			(Ontario	1	NI 45-10	06 2	2.3 [Ac	credi	ted inve	estor]			2			55,000	0.00
		U	nite	d Kingdom		NI 45-10 mining p				eum, na	atural gas	and		1			1,125,000	0.00

	Total number of unique purchasers ²	60	
	Total dollar amount of sec	urities distributed	6,864,250.00
Thailand	Other	1	135,000.00
Panama	Other	1	20,000.00
Venezuela, Bolivarian Republic of	Other	1	25,000.00
Ecuador	Other	1	75,000.00
Turkey	Other	3	30,000.00
Australia	Other	1	10,000.00
United States	Other	1	500,000.00

²In 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.³ 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)

ITEM 8 - COMPENSATION INFORMATION	
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.	
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.	
No Ves If yes, indicate number of persons compensated.	
a) Name of person compensated and registration status	
Indicate whether the person compensated is a registrant. No Ves	
If the person compensated is an individual, provide the name of the individual.	
Full legal name of individual	
Family name First given name Secondary given names	
If the person compensated is not an individual, provide the following information.	
Full legal name of non-individual Leede Jones Gable Inc.]
Firm NRD number 5 7 7 0 (if applicable)	-
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🗸 No 🗌 Y	es
b) Business contact information	
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.	
Street address	٦
Municipality Province/State	ī
Country Postal code/Zip code	ר ר
Email address Telephone number	<u> </u>
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	
✓ None of the above	
d) Compensation details	
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.	
Cash commissions paid 51,047.50 Security codes Security code 1 Security code 2 Security code 3	
Value of all securities W N T	1
distributed as compensation ⁴	
Describe terms of warrants, options or other rights 204,190 non-transferable finder's warrants. Each finder's warrant is exercisable into one common share at a price of \$0.25 per common share for a period of 24 months from the date of issue]
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 all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other	

rights exercisable to acquire additional securities of the issuer. ⁵Do not include deferred compensation.

a) Name of person comper	nsated and registration statu	IS				
Indicate whether the person co	ompensated is a registrant.	1	10 v	Yes		
If the person compensated is an	individual, provide the name of	the individual.				
Full legal name of individu	la					
	Family name	-	First given name	e Se	econdary given names	;
If the person compensated is no	ot an individual, provide the foll	owing informat	ion.			
Full legal name of	non-individual Haywood S	ecurities Inc.				
Firm	NRD number 1 6	3 0		(if a	oplicable)	
Indicate whether the person co	mpensated facilitated the distrib	oution through	a funding portal	or an internet-b	ased portal. 🗸	🛛 No 🔲 Yes
b) Business contact information	ation					
If a firm NRD number is not prov	vided in Item 8 (a), provide the Ł	ousiness contac	t information of	the person being	compensated.	
Street address						
Municipality				Province/Stat	e	
Country			Posta	l code/Zip cod	e	
Email address				ephone numbe		
c) Relationship to issuer or	investment fund manager			-		
Indicate the person's relationship		und manager (select all that ap	oply). Refer to the	meaning of "conne	cted" in Part
B(2) of the Instructions and the r	meaning of "control" in section 1	1.4 of NI 45-100	for the purpose	es of completing	this section.	
Connect with the issuer	or investment fund manager		Inside	er of the issuer (other than an inves	tment fund)
Director or officer of the	investment fund or investment	fund manager	Empl	oyee of the issu	er or investment fur	nd manager
✓ None of the above						
d) Compensation details						
Provide details of all compensation Canadian dollars. Include cash co services incidental to the distribu on, internal allocation arrangeme	ommissions, securities-based con tion, such as clerical, printing, le	mpensation, gij egal or account	ts, discounts or c ng services. An i	other compensat issuer is not requ	ion. Do not report po ired to ask for detail	ayments for
Cash commissions paid	39,900.00	Security	(codos	Security code 1	Security code 2	Security code 3
Value of all securities		Security	coues	W N T		
distributed as compensation ⁴						
•	ns of warrants, options or other	warra \$0.25	ant is exercisa	ble into one co	warrants. Each ommon share at a priod of 24 months	a price of
Other compensation ⁵	De	escribe				
Total compensation paid						
Check box if the perso	n will or may receive any defer	red compensa	tion (describe th	ne terms below)		
^₄ Provide the aggregate value of	f all securities distributed as co	mpensation e	cluding ontions	warrants or oth	er rights exercisabl	le to acquire
additional securities of the issue rights exercisable to acquire ad	er. Indicate the security codes t	for all securities	distributed as o	compensation, <u>ii</u>	ncluding options, wa	arrants or other

⁵Do not include deferred compensation.

a) Name of person compensated and registration status	
Indicate whether the person compensated is a registrant. No Ves	
If the person compensated is an individual, provide the name of the individual.	
Full legal name of individual	
Family name First given name Secondary given names	
If the person compensated is not an individual, provide the following information.	
Full legal name of non-individual Canaccord Genuity Corp.	٦
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.	Yes
b) Business contact information	
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.	
Street address	
Municipality Province/State	$\overline{}$
Country Postal code/Zip code	
Email address Telephone number	\exists
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	
✓ 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 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 rep on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.	
Cash commissions paid 3,500.00 Security codes Security code 1 Security code 2 Security code 2	3
Value of all securities	7
distributed as compensation ⁴]
Describe terms of warrants, options or other rights Describe terms of warrants, options or other rights is exercisable into one common share at a price of \$0.25 per common share for a period of 24 months from the date of issue	
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 all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire	
additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or othe rights exercisable to acquire additional securities of the issuer.	r,
⁵ Do not include deferred compensation.	

Ітем 9	- DIRECTORS, EXECUTIV	/E OFFICERS A	ND PROMO	TERS OF THE I	SSUER				
If the	issuer is an investment fund, a	lo not complete Ite	em 9. Procced to	o Item 10.					
Indicat	te whether the issuer is any of the	e following (select a	ll that apply).						
\checkmark	Reporting issuer in any jurisdic	tion of Canada							
	Foreign public issuer								
	Wholly owned subsidiary of a r	eporting issuer in a	ny jurisdiction of	f Canada ⁶					
	Provide name o	of reporting issuer							
	Wholly owned subsidiary of a fe	oreign public issuer	r ⁶						
	Provide name of for	eign public issuer							
	Issuer distributing eligible foreig	on securities only to	permitted clien	ts ⁷					
If the	issuer is at least one of the ab	ove, do not compl	ete Item 9(a) –	(c). Proceed to Ite	m 10.				
securitie ⁷ Check	uer is a wholly owned subsidiary ies that are required by law to be this box if it applies to the curre Refer to the definitions of "eligib If the issuer is none of the abo	e owned by its direc nt distribution even ole foreign security'	ctors, are benefic if the issuer ma and "permitted	cially owned by the de previous distrib client" in Part B(1)	reporting issuer utions of other ty	or the foreig pes of secu	n publ	ic issue	er, respectively.
a) D									
	de the following information for ory; otherwise state the country. I						da, sta	te the p	province or
ο	rganization or company name	Family name	First given name	Secondary give names	Business lo non-indivio residen jurisdicti indivio	dual or ntail ion of		ationsh issuer ect all apply)	that
					Province o	r country	D	0	Р
b) P	romoter information		·						
	promoter listed above is not an n Canada, state the province or t		-				-		
0	rganization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual	Relatio (select one			
					Province or country	D		C)
c) R	esidential address of each ir	ndividual							
Compl	lete Schedule 2 of this form pro	oviding the full res	sidential addre	ss for each individ	lual listed in Ite	m 9(a) and	(b) an	d atta	:h 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 or director 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 not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details 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.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
 - all of the information provided in this report is true.

Full legal name	Larkin	Paul	
	Family name	First given name	Secondary given names
Title	Director		
Name of issuer/underwriter/ investment fund manager	Velocity Minerals Ltd.		
Telephone number	6046877767	Email address plarkin@	pro.net
Signature	"Paul Larkin"	Date 2017	07 21
		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				Title
	Family name	First given name	Secondary given names	
Name of company				
Telephone number		E	mail 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.