Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8923720

ITEM 1 - REPORT TYPE					
✓ New report					
☐ Amended report If ame	nded, provide filing date	of report that is being a	mended	(YYYY-MM-DD)	
ITEM 2 - PARTY CERTIFYING TH	e Report				
Indicate the party certifying the report (se Instrument 81-106 Investment Fund Cont			investment fund, refer to sect	ion 1.1 of National	
☐ Investment fund issuer	indous Disclosure and the comp	umon policy to 141 01 100.			
✓ Issuer (other than an inve	stment fund)				
Underwriter	ourioni rana,				
ITEM 3 - ISSUER NAME AND OT					
Provide the following information about t		vestment fund, about the fund			
Full legal name	3 1				
Previous full legal name ePower Metals Inc.					
If the issuer's name changed in th	ne last 12 months, provide most	recent previous legal name.			
Website	www.primeminingcorp.	com (if applic	able)		
If the issuer has a legal entity identifier. provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".					
Legal entity identifier					
If two or more issuers distributed a single security, provide 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 applic	able)		
I A . I I I I I I I I I I I I I I I I I I					
ITEM 4 - UNDERWRITER INFORI					
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm NRD numi	er.	¬	
Full legal name					
Firm NRD number	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/Stat	е		
Country		Postal code/Zip cod	e		
Telephone number		Websit	е	(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			
c) SEDAR profile number			
Does the issuer have a SEDAR profile?			
No ✓ Yes If yes, provide SEDAR profile number 0 0 0 5 8 4 6			
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 Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow 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 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 on an exchange and h				
f) Net asset value (NAV) 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

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)

b) 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 2019 08 28

End date 2019 08 28

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	
UBS		Units. Each Unit consists of 1 common share and 1/2 warrant.	29,051,327.00	0.3000		8,715,398.10	
CMS		Common Shares	10,783,334.00	0.3000		3,235,000.20	
WNT		Warrants	3,350,000.00	0.5000		0.00	

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.

exc	nvertib hange: curity c	able		derlyir urity co	•		se price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
						Lowest	Highest			
W	N	Т	С	М	S	0.5000		2021-08-28	1:1	
W	N	Т	С	М	S	0.5000		2021-08-28	1:1	

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 ^{2<u>a</u>} purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	9	546,900.00
Argentina	NI 45-106 2.3 [Accredited investor]	1	45,000.00
Australia	NI 45-106 2.3 [Accredited investor]	2	719,500.20
British Columbia	NI 45-106 2.3 [Accredited investor]	79	4,789,498.80
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	4	262,500.00

Belgium	NI 45-106 2.3 [Accredited investor]	2	36,000.00
Virgin Islands, British	NI 45-106 2.3 [Accredited investor]	1	51,000.00
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	60,000.00
Germany	NI 45-106 2.3 [Accredited investor]	2	120,000.00
Hong Kong	NI 45-106 2.3 [Accredited investor]	2	49,999.80
Luxembourg	NI 45-106 2.3 [Accredited investor]	2	990,000.00
Mexico	NI 45-106 2.3 [Accredited investor]	1	30,000.00
Monaco	NI 45-106 2.3 [Accredited investor]	1	49,999.80
Ontario	NI 45-106 2.13 [Petroleum, natural gas and mining properties]	1	2,835,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	4	249,000.00
Ontario	NI 45-106 2.5 [Family, friends and business associates]	1	4,999.80
Panama	NI 45-106 2.3 [Accredited investor]	1	249,999.90
Sweden	NI 45-106 2.3 [Accredited investor]	1	15,000.00
Switzerland	NI 45-106 2.3 [Accredited investor]	3	150,000.00
Taiwan, Province Of China	NI 45-106 2.3 [Accredited investor]	1	99,999.90
Thailand	NI 45-106 2.3 [Accredited investor]	1	120,000.00
United Arab Emirates	NI 45-106 2.3 [Accredited investor]	1	30,000.00
United States	NI 45-106 2.3 [Accredited investor]	6	446,000.10
	curities distributed	11,950,398.30	
	Total number of unique purchasers ^{2b}	127	

^{2a} 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	

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)

^{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.

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 Yes If yes, indicate number of persons compensated.	ITEM 8 - COMPENSATION INFORMATION					
No. 7 Van. House indicate number of newscast and						
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. 9					

a) Name of person compen	sated and registra	ion status						
Indicate whether the person compe	ensated is a registrant		☐ No	\checkmark	Yes			
If the person compensated is an in	dividual, provide the i	name of the indivi	dual.					
Full legal name of individu	ıal							
	Fam	ily name	Firs	st given n	ame	Secor	ndary given name	∌s
If the person compensated is not a	n individual, provide i	he following infor	mation.					
Full legal name of	non-individual Ec	helon Wealth P	artners Inc.					
Firm	NRD number	3 2 4	2 0		(if ap	plicable)		
Indicate whether the person compe	ensated facilitated the	distribution throu	ıgh a funding por	tal or an	internet-base	d portal.	✓ No [Yes
b) Business contact informa	ation							
If a firm NRD number is not provid	led in Item 8 (a), prov	ide the business co	ontact informatio	n of the p	person being c	ompensated.		
Street address								
Municipality				Р	rovince/State)		
Country			F	Postal c	ode/Zip code	•		
Email address				Telep	hone numbe	r		
c) Relationship to issuer or	investment fund m	anager						
Indicate the person's relationship v							nnected" in Par	t B(2) of
Connect with the issuer				•	-		investment fund	d)
Director or officer of the		-	anager \square		·		ent fund manage	,
None of the above			age:	p.o)	00 01 11.0 10001			
d) Compensation details	naid anta ba naid to	the newsen ident	ified in Itams O(s)	in	ation with the	distribution Dr	ravida all amay	nts in
Provide details of all compensation Canadian dollars. Include cash com- incidental to the distribution, such a allocation arrangements with the a	nmissions, securities-b as clerical, printing, le	ased compensation gal or accounting	n, gifts, discounts services. An issue	or other er is not r	compensation equired to ask	. Do not repor	rt payments for	services
Cash commissions paid	5,250.0					1 0 %	1000	
Value of all securities	·		Security codes		Security code 1 W N T	Security cod	de 2 Security	code 3
distributed as compensation ⁴			-					
Describe tern	ns of warrants, optior	s or other rights	17,500 Warra common shar					
Other compensation ⁵		Describe						
Total compensation paid	5,250.0	00						
Check box if the person	n will or may receive	any deferred con	npensation (desc	ribe the	terms below)			
⁴ Provide the aggregate value of a	Il securities distribute	ed as compensation	on, <u>exc</u> ludina ont	ions, wa	rrants or other	rights exercis	sable to acquire	, ,
additional securities of the issuer rights exercisable to acquire additional securities of the issuer.	Indicate the security	codes for all sect	urities distributed	as comp	pensation, <u>incl</u>	uding options,	, warrants or ot	her
⁵ Do not include deferred compens								

a) Name of person compens	ated and registrat	ion status							
Indicate whether the person compe	nsated is a registrant		☐ No	\checkmark	Yes				
If the person compensated is an ind	ividual, provide the r	ame of the indivi	dual.						
Full legal name of individua	al								
	Fami	ly name	Fir	st given n	ame	Sec	condary given na	mes	
If the person compensated is not an individual, provide the following information.									
Full legal name of r	non-individual Le	ede Jones Gab	le Inc.						
Firm	NRD number	5 7 7	0		(if a	applicable)			
Indicate whether the person compe	nsated facilitated the	distribution thro	ıgh a funding po	rtal or ar	n internet-bas	ed portal.	✓ No	Yes	
b) Business contact informat	ion								
If a firm NRD number is not provide	ed in Item 8 (a), provi	de the business c	ontact informatic	on of the	person being	compensated.			
Street address									
Municipality				F	rovince/Sta	te			
Country				Postal o	code/Zip cod	de			
Email address				Telep	hone numb	er			
c) Relationship to issuer or in	nvestment fund m	anager	-						
Indicate the person's relationship we the Instructions and the meaning of							connected" in P	art B(2) of	
Connect with the issuer o				-	-		n investment fu	und)	
Director or officer of the in			anager \square			•	nent fund mana	,	
None of the above			anago	pio		201 01 11100111	ione rand mane	.901	
d) Compensation details			10. 11. 12. 0(1)				"		
Provide details of all compensation p Canadian dollars. Include cash com- incidental to the distribution, such a allocation arrangements with the di	nissions, securities-b s clerical, printing, le	ased compensation	on, gifts, discount services. An issu	s or othe er is not i	r compensation required to as	n. Do not rep	ort payments fo	or services	
Cash commissions paid	25,452.0	00			Security code	1 Security of	code 2 Securi	ity code 3	
Value of all securities distributed as compensation ⁴			Security codes		W N		Journal Cooking	iy dodd o	
· I	s of warrants, option	s or other rights	84,840 Warra						
o.,		Describe	common sha	re at \$0	.50 for a pe	riod of 24 m	onths from is	suance.	
Other compensation ⁵		Describe							
Total compensation paid	25,452.0	0							
Check box if the persor	will or may receive	any deferred cor	npensation (desc	cribe the	terms below)				
⁴ Provide the aggregate value of all	securities distribute	d as compensation	on, <u>excluding</u> op	tions, wa	nrrants or othe	er rights exerc	cisable to acqui	ire	
additional securities of the issuer. In rights exercisable to acquire additional securities and the control of	Indicate the security	codes for all sec	urities distributed	as com	pensation, <u>in</u>	<u>cluding</u> option	ns, warrants or	other	
⁵ Do not include deferred compensa	ation.								

a) Name of person compen	sated and registration	n status						
Indicate whether the person comp	ensated is a registrant.		☐ No	\checkmark	Yes			
If the person compensated is an in	dividual, provide the nar	ne of the individ	dual.					
Full legal name of individu	ıal							
	Family	name	Firs	t given na	ame	Seco	ondary given nam	es
If the person compensated is not a	n individual, provide the	following infor	mation.					
Full legal name of	non-individual PI Fi	nancial Corp.						
Firm	NRD number 5	2 9	0		(if a	oplicable)		
Indicate whether the person comp	ensated facilitated the di	stribution throu	gh a funding por	tal or an	internet-base	d portal.	✓ No	Yes
b) Business contact informa	ation							
If a firm NRD number is not provid	ded in Item 8 (a), provide	the business co	ntact information	n of the p	person being c	ompensated.		
Street address								
Municipality				Р	rovince/Stat	Э		
Country			F	Postal c	ode/Zip cod	€		
Email address				Telepl	hone numbe	r		
c) Relationship to issuer or	investment fund man	ager						
Indicate the person's relationship with the Instructions and the meaning of							onnected" in Par	rt B(2) of
Connect with the issuer				•	_		investment fun	ıd)
Director or officer of the			ınager \square		·		ent fund manag	•
None of the above			ger					
d) Compensation details Provide details of all compensation	ngid or to be ngid to th	na narcan idanti	find in Itam 9(a) i	n conno	ction with the	distribution F	Provide all amou	ints in
Canadian dollars. Include cash con	nmissions, securities-base	ed compensatio	n, gifts, discounts	or other	compensation	n. Do not repo	ort payments for	services
incidental to the distribution, such allocation arrangements with the c						for details ab	out, or report o	n, internal
Cash commissions paid	127,917.97]			-	0	-1-0 0	
Value of all securities]]			Security code 1 W N T	Security co	ode 2 Security	code 3
distributed as compensation ⁴			Security codes		.			
Describe terr	ns of warrants, options o	or other rights	426,393 Warr common shar					
Other compensation ⁵		Describe						
Total compensation paid	127,917.97							
Check box if the person	on will or may receive ar	y deferred com	pensation (desc	ribe the t	terms below)			
4Dravida the aggregate value of	Il coourition distributed	aa aamnanasti:	on avaluding see	iona=	rranta ar ath	riahta ava	isable to assuin	
⁴ Provide the aggregate value of a additional securities of the issuer	Indicate the security co	des for all secu	ırı, <u>exciualing</u> opti ırities distributed	as comp	pensation, <u>inc</u>	ngnis exerci l <u>uding</u> options	s, warrants or o	ther
rights exercisable to acquire addi 5Do not include deferred compen-	แบบสา ระบบบและ บา เกิด Is	osu c i.						

a) Name of person comp	ensated and regi	stration status								
Indicate whether the person co	mpensated is a regis	trant.	☐ No	✓ Yes						
If the person compensated is an individual, provide the name of the individual.										
Full legal name of indiv	ridual									
		Family name	First	given name	Secondary given names					
If the person compensated is no	If the person compensated is not an individual, provide the following information.									
Full legal name of non-individual Mackie Research Capital Corporation										
F	Firm NRD number 3 0 7 0 (if applicable)									
Indicate whether the person co	mpensated facilitate	d the distribution thro	ugh a funding porta	l or an internet-based	f portal. ✓ No ☐ Yes					
b) Business contact infor	mation									
If a firm NRD number is not pro	ovided in Item 8 (a),	provide the business c	ontact information (of the person being co	ompensated.					
Street address										
Municipality]	Province/State	,					
Country			Po	ostal code/Zip code						
Email address			<u>.</u>] .	Telephone number						
c) Relationship to issuer	or investment fun	d manager								
Indicate the person's relationsh the Instructions and the meanir					eaning of "connected" in Part B(2) of n.					
Connect with the issu	-		· · · <u>—</u>		other than an investment fund)					
Director or officer of t	he investment fund	or investment fund m	anager	mployee of the issue	r or investment fund manager					
None of the above										
d) Compensation details										
Provide details of all compensat Canadian dollars. Include cash o	commissions, securit ch as clerical, printir	ies-based compensation ng, legal or accounting	on, gifts, discounts o services. An issuer	r other compensation is not required to ask	listribution. Provide all amounts in . Do not report payments for services for details about, or report on, internal					
Cash commissions pa	nid			Security code 1	Security code 2 Security code 3					
Value of all securitie distributed as compensation	-		Security codes	WNT						
Describe t	erms of warrants, o	ptions or other rights			titles the holder to acquire 1 od of 24 months from issuance.					
Other compensatio	n ⁵	Describe		<u> </u>						
Total compensation pa	id									
Check box if the pe	rson will or may rec	eive any deferred cor	mpensation (describ	pe the terms below)						
⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire and ⁵ Do not include deferred comp	uer. Indicate the sec additional securities o	urity codes for all sec	on, <u>excluding</u> option urities distributed a	ns, warrants or other s compensation, <u>incl</u> u	rights exercisable to acquire uding options, warrants or other					

a) Name of person comper	sated and registra	ation status							
Indicate whether the person comp	ensated is a registrar	ot.	☐ No	✓	Yes				
If the person compensated is an in	dividual, provide the	name of the indivi	dual.						
Full legal name of individe	ual								
	Far	nily name	Firs	t given nar	me	Second	ary given names	_	
If the person compensated is not an individual, provide the following information.									
Full legal name of	non-individual C	anaccord Genui	ty Corp.						
Firm	NRD number	9 0 0			(if app	olicable)			
Indicate whether the person comp	ensated facilitated th	e distribution thro	ugh a funding por	tal or an i	internet-based	portal.	✓ No ☐ Yes	i	
b) Business contact information	ation								
If a firm NRD number is not provid	ded in Item 8 (a), pro	vide the business c	ontact informatior	of the pe	erson being coi	mpensated.			
Street address									
Municipality				Pro	ovince/State				
Country			F	Postal co	ode/Zip code				
Email address				Teleph	one number				
c) Relationship to issuer or	investment fund r	nanager	_						
Indicate the person's relationship the Instructions and the meaning							nected" in Part B(2) of		
Connect with the issuer			· · · · <u>—</u>	•	•		vestment fund)		
Director or officer of the	investment fund or i	nvestment fund m	anager \square	Employe	e of the issuer	or investment	t fund manager		
None of the above			_				-		
d) Compensation details									
Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the o	nmissions, securities- as clerical, printing, l	based compensation based compensation by a compensation accounting	on, gifts, discounts services. An issue	or other or r is not re	compensation. equired to ask f	Do not report	payments for services	ıl	
Cash commissions paid	16,659	.97		S	Security code 1	Security code	e 2 Security code 3		
Value of all securities distributed as compensation ⁴			Security codes	V	V N T				
Describe terr	ms of warrants, option	ns or other rights					der to acquire 1		
Other compensation ⁵		Describe							
Total compensation paid	16,659.	97							
Check box if the person	on will or may receive	any deferred cor	npensation (desci	ribe the te	erms below)				
⁴ Provide the aggregate value of a additional securities of the issuer rights exercisable to acquire addisconnuctive of the include deferred compensations.	Indicate the securitional securities of the	y codes for all sec	on, <u>excluding</u> opti urities distributed	ions, warr as compe	rants or other r ensation, <u>inclu</u>	ights exercisal ding options, v	ble to acquire varrants or other		

a) Name of person compe	nsated and registrat	ion status							
Indicate whether the person com	pensated is a registrant		☐ No	√	Yes				
If the person compensated is an i	ndividual, provide the r	name of the indiv	idual.						
Full legal name of individ	dual								
	Fam	ily name	Firs	st given na	ime	Secondary given names			
If the person compensated is not an individual, provide the following information.									
Full legal name o	f non-individual Ha	ywood Securiti	es Inc.						
Fir	m NRD number	1 6 3	0		(if app	olicable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Yes									
b) Business contact inform	nation								
If a firm NRD number is not prov	ided in Item 8 (a), provi	de the business c	ontact information	n of the p	erson being co	mpensated.			
Street address									
Municipality				Pr	ovince/State				
Country] F	Postal co	ode/Zip code				
Email address				Teleph	one number				
c) Relationship to issuer o	r investment fund m	anager	_						
Indicate the person's relationship the Instructions and the meaning						aning of "connected" in Part B(2) of			
Connect with the issue				•	-	her than an investment fund)			
Director or officer of the	e investment fund or in	vestment fund m	anager \square	Employe	ee of the issuer	or investment fund manager			
<u> </u>	o invocament rana or in	vooimont tana m	unagoi	Linploye		or invocations rand manager			
✓ None of the above									
d) Compensation details									
	mmissions, securities-b n as clerical, printing, le	ased compensation gal or accounting	on, gifts, discounts services. An issue	or other or is not re	compensation. equired to ask f	stribution. Provide all amounts in Do not report payments for services or details about, or report on, internal			
Cash commissions paid	15,469.9	99		5	Security code 1	Security code 2 Security code 3			
Value of all securities distributed as compensation			Security codes		W N T				
·	rms of warrants, option	s or other rights				ntitles the holder to acquire 1 d of 24 months from issuance.			
Other compensation ⁵	;	Describe	COMMINION SHAR	Ε αι ψυ.		d of 24 months from issuance.			
Total compensation paid		9							
Check box if the pers	son will or may receive		mpensation (desc	ribe the te	erms below)				
⁴ Provide the aggregate value of	all securities distribute	d as compensati	on excluding onto	ions war	rants or other r	ights exercisable to acquire			
additional securities of the issue rights exercisable to acquire add 5Do not include deferred compe	r. Indicate the security ditional securities of the	codes for all sec							

a) Name of person compe	ensated and regist	ration status							
Indicate whether the person com	npensated is a registr	ant.	v	∕ No		Yes			
If the person compensated is an	individual, provide th	e name of the ii	ndividu	al.					
Full legal name of indivi	dual Zhang			Shu Xiar	า				
	F	amily name			First given	name		Secondary given names	
If the person compensated is not	t an individual, provid	de the following	inform	ation.					
Full legal name of	of non-individual [
Fir	m NRD number						(if appli	cable)	
Indicate whether the person com	pensated facilitated	the distribution	through	a funding	portal or a	ın interne	t-based po	ortal.	
b) Business contact inform	mation								
If a firm NRD number is not prov	vided in Item 8 (a), pi	ovide the busine	ess cont	act inform	ation of the	e person b	eing com	pensated.	
Street address	6-10 Zhengyon Str	eet, Ganghan	Distric	ct					
Municipality	Gaoxiong					Province	e/State		
Country 7	Taiwan, Province (Of China			Postal	code/Zi _l	o code		
Email address 1	8992880667@16	3.com			Tele	phone n	umber	8618992880667	
c) Relationship to issuer of	or investment fund	manager							
Indicate the person's relationship the Instructions and the meaning			-					ning of "connected" in Part B(2) of	
Connect with the issue			,	[-		er than an investment fund)	
Director or officer of th	e investment fund o	· investment fun	id mana	ager [Emplo	yee of th	e issuer o	or investment fund manager	
✓ None of the above				_	<u> </u>				
d) Compensation details									
Provide details of all compensation Canadian dollars. Include cash co	ommissions, securitie h as clerical, printing	s-based compen , legal or accoun	sation, nting se	gifts, discoi rvices. An i	unts or oth ssuer is not	er compei trequired	nsation. D to ask for	ribution. Provide all amounts in o not report payments for services details about, or report on, internal	
Cash commissions pai	d 143,15	0.00				Security	code 1	Security code 2 Security code 3	
Value of all securities distributed as compensation			Se	curity code	es	W N	Т		
Describe te	erms of warrants, opt	ions or other rig						titles the holder to acquire 1 of 24 months from issuance.	
Other compensation	5	Descr	-		παιο αι φ	0.00 101	а репои	or 24 months from issuance.	
Total compensation paid	d 143,15	0.00	L						
Check box if the per	son will or may rece	ve any deferred	d compe	ensation (d	lescribe the	e terms b	elow)		
⁴ Provide the aggregate value of additional securities of the issue rights exercisable to acquire ad ⁵ Do not include deferred compe	er. Indicate the secu Iditional securities of	rity codes for all							

a) Name of person com	pensated and regi	stration status							
Indicate whether the person co	mpensated is a regis	trant.	✓ No		Yes				
If the person compensated is a	n individual, provide	the name of the indiv	idual.						
Full legal name of indi	vidual								
		Family name	Firs	st given na	ame	I	Secondary	given naı	mes
If the person compensated is n	ot an individual, prov	vide the following info	rmation.						
Full legal name	of non-individual	Sandwedge Cons	ulting Ltd.						
F	Firm NRD number					(if app	icable)		
Indicate whether the person co	mpensated facilitate	d the distribution thro	ugh a funding por	tal or an	internet	t-based p	oortal. [✓ No	Yes
b) Business contact info	rmation								
If a firm NRD number is not pr	ovided in Item 8 (a),	provide the business c	ontact information	n of the p	person b	eing con	npensated.		
Street address	560 Sandwedge	Close							
Municipality	Qualicum Beach			Р	rovince	/State	British Colu	mbia	
Country	Canada		F	Postal c	ode/Zip	code	V9K2J9		
Email address				Telepl	hone ni	umber	250752014	5	
c) Relationship to issuer	or investment fun	d manager							
Indicate the person's relationsh the Instructions and the mean							ining of "connec	ted" in Po	art B(2) of
Connect with the issu	•		or the purposes of		•		ner than an inve	stment fu	ınd)
<u> </u>		•				,			·
Director or officer of	tne investment fund	or investment fund m	anager	Employ	ee of the	e issuer	or investment fu	na mana	ıger
None of the above									
d) Compensation details	3								
Provide details of all compensa Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with t	commissions, securit uch as clerical, printir	ies-based compensationg, legal or accounting	on, gifts, discounts services. An issue	or other r is not r	comper equired	nsation. L to ask fo	Do not report pa	yments fo	or services
Cash commissions p	aid				Security (code 1	Security code 2	Securi	ty code 3
Value of all securiti	es 50.4	00.40	Security codes		СМ	S		T	
distributed as compensation	JII	33.13	_						
		ptions or other rights	194,688 comr	non sha	ares.				
Other compensation		Describe							
Total compensation page	aid								
Check box if the po	erson will or may rec	eive any deferred cor	mpensation (desc	ribe the	terms be	elow)			
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred com	uer. Indicate the sec additional securities o	rurity codes for all sec							

a) Name of person comp	pensated and regi	stration status							
Indicate whether the person co	ompensated is a regis	trant.	✓ No		Yes				
If the person compensated is an individual, provide the name of the individual.									
Full legal name of indi	vidual Ross		Jeremy						
		Family name	Firs	st given nan	me	Secondary (given names		
If the person compensated is n	ot an individual, prov	vide the following info	rmation.						
Full legal name	e of non-individual								
F	Firm NRD number				(if app	licable)			
Indicate whether the person co	ompensated facilitate	d the distribution thro	ugh a funding por	tal or an ii	nternet-based _l	oortal. 🗸	No Yes		
b) Business contact info	rmation								
If a firm NRD number is not pr	rovided in Item 8 (a),	provide the business c	ontact information	n of the pe	erson being con	npensated.			
Street address	1066 Heywood S	treet							
Municipality	North Vancouver			Pro	ovince/State	British Colum	bia		
Country	Canada] F	Postal co	de/Zip code	V7L 1H3			
Email address	jerross2@hotmai	l.com]	Telepho	one number	6045377556			
c) Relationship to issuer	r or investment fun	d manager	<u> </u>						
Indicate the person's relationsh							ed" in Part B(2) of		
the Instructions and the meani	ing of "control" in sec	tion 1.4 of NI 45-106	for the purposes o	f completi	ng this section.				
Connect with the issu	uer or investment fui	nd manager		Insider of	f the issuer (oth	ner than an invest	ment fund)		
Director or officer of	the investment fund	or investment fund m	anager	Employee	e of the issuer	or investment fun	d manager		
✓ None of the above									
d) Compensation details	 S								
Provide details of all compensa									
Canadian dollars. Include cash incidental to the distribution, su									
allocation arrangements with t						,	,		
Cash commissions p	aid			Se	ecurity code 1	Security code 2	Security code 3		
Value of all securiti	100 /	68.60	Security codes	С	M S				
distributed as compensation	OII	00.00	-						
Describe	terms of warrants, o	ptions or other rights	361,562 comr	non snar	res.				
Other compensation	on ⁵	Describe							
Total compensation pa	aid								
Check box if the pe	erson will or may rec	eive any deferred cor	npensation (desc	ribe the te	erms below)				
⁴ Provide the aggregate value	of all securities distr	ibuted as compensati	on, excludina onti	ions, warra	ants or other ri	ghts exercisable	to acquire		
additional securities of the iss rights exercisable to acquire a	suer. Indicate the sec	rurity codes for all sec							
Do not include deferred comp									

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER				
If the issuer is an investment fund	d, do not complete l	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 ⁶					
Provide nan	ne of reporting issue	r						7
Wholly owned subsidiary of	a foreign public issu	uer ⁶						_
Provide name of	foreign public issue	r						7
Issuer distributing only eligil	ble foreign securities	and the distribution	n is to permitted clie	ents only ⁷				_
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.				
⁶ An issuer is a wholly owned subside securities that are required by law to respectively. ⁷ Check this box if it applies to the collients. Refer to the definitions of "e.	o be owned by its dir urrent distribution evo	rectors, are benefic en if the issuer mad	ially owned by the re de previous distribut	eporting issuer or ti tions of other types	the foreign	public is	ssuer,	
If the issuer is none of the	above, check this b	oox and complete	Item 9(a) - (c).					
a) Directors, executive officer	s and promoters of	of the issuer						
Provide the following information for	•		moter of the issuer T	or locations within	Canada s	tate the	nrovince	or
territory; otherwise state the country.							province	
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individe resident jurisdictio individe	ual or ail n of		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			to promo	
				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	rime Mining Corp.								
Full legal name	owering Andrew								
	Family name	First given name	Seconda	ry given names					
Title	Chief Financial Officer	Chief Financial Officer							
Telephone number	6044286128	Email address	andy@boweringpr	ojects.com					
Signature	/s/ "Andrew Bowering"	Date	2019 09	13					
			YYYY MM	DD					

TEM 11- CONTACT PERSON									
. 3	iness contact information for this report, if different than t		3)	regulator n	nay contact with any questions				
Same as individua	al certifying the report								
Full legal name	Johnson	Saundra		Title	Paralegal				
	Family name	First given name	Secondary given names	_					
Name of company	Cassels Brock & Blackw	vell LLP							
Telephone number	7783727658	Em	ail address sjohnson@	casselsbr	rock.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:

- 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.