Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8923943

ITEM 1 - REPORT TYPE											
✓ New report											
Amended report If amended, provide 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). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.											
Investment fund issuer											
✓ Issuer (other than an investment fund)											
			,								
ITEM 3 - ISSUER NAME A	AND OTH	HER IDEN	TIFIEF	RS							
Provide the following informatic					nvestn	nent fu	nd, abou	ut the fund.			
Full leg	gal name	Blackroc	k Gol	d Corp.							
Previous full leg	gal name										
If the issuer's name cha	If the issuer's name changed in the last 12 months, provide most recent previous legal name.										
	Website	www.bla	ckrocl	kgoldco	rp.co	m		(if applicabl	e)		
If the issuer has a legal entity id	lentifier <u>,</u> pro	vide below. I	Refer to) Part B of	the In	structio	ons for t	the definition o	of "legal entit	ty identifier".	
Legal entity i	identifier	529900E	175M	CI5GL7	914						
If two or more issuers distributed	d a single se	ecurity, provi	de the	full legal i	name(s	s) of the	e co-issı	uer(s) other th	an the issuer	named above	2.
Full legal name(s) of co-	issuer(s)							(if applicable	e)		
ITEM 4 - UNDERWRITER	INFORM	ATION									
If an underwriter is completing t	the report, p	provide the u	nderwr	iter's full i	legal n	name ar	nd firm i	NRD number.			7
Full legal name											
Firm NRD number							(if app	plicable)			
If the underwriter does not have	If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.										
Street address]
Municipality					1		Prov	vince/State]
Country					Ī	Post	tal code	e/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 in your reasonable judgment most closely corresponds to the issuer's primary business activity.										
NAICS industry code 2 1 2 2 9 9										
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.										
Exploration Development Production										
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.										
Mortgages Real estate Commercial/business debt Consumer debt Private companies										
Cryptoassets										
b) Number of employees										
Number of employees: 🗹 0 - 49 🗌 50 - 99 🗌 100 - 499 🗌 500 or more										
c) SEDAR profile number										
Does the issuer have a SEDAR profile?										
No ✓ Yes If yes, provide SEDAR profile number 0 0 0 1 3 7 4 2										
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 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
S100M to under \$500M	S500M to under \$1B	S1B or over

If the issue is an investment fund, provide the following information: a) Investment fund manager information Full legal name Furn NRD number If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Province/State Guntry Postal code/Zip code Telephone number D Type of investment fund Tree of investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Indicate whether one or both of the following apply to the investment fund. Investing in the investment fund issuers Is a UCIT's Fund's) Understaining in other investment fund issuers Is a UCIT's Fund's) are investment fund issuers Is a UCIT's Fund's) are investment fund is regulated by the European Union Contractives that allow collective investment of tansfieable Securities funds (UCIT's Funds) are investment fund is regulated by the European Union Context in a manager in any indication of Canada? No
Full legal name
Firm NRD number (if applicable) If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Province/State
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality County Postal code/Zip code County Telephone number Postal code/Zip code Do Type of investment fund Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Do Type of investment fund that most accurately identifies the issuer (select only one). Do Money market De Quity De County De C
Street address Municipality 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). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most mestment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive and objective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive and objective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive Investment fund issuers Is a UCITS Fund' Under the investment fund issuers Is a UCITS Fund' VYYY MM DD Indicate whether one or both of the investment fund Is a UCITS Fund' Is a UCITS Fund' VYYY MM DD Is a not objective Investment fund Is a UCITS Funds Is a UCITS Fund' VYYY MM DD Is a not objective Investment fund Is a not objective Investment fund is a reporting issuer. Is a NB NB NC NC NC Is a ND ON ON PE QC
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). Anternative strategies Cryptoasset 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' 'Undertaking for the Collective Investment fund issuers Is a UCITS Fund' '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 and financial year-end of the investment fund b the investment fund a reporting issuer status of the investment fund c) Date of formation c) Date of formation c) No c) Paste of canada in which the investment fund is a reporting issuer. a All b BC b MB b NL c) NT c) Public listing status of the investment fund is a ceporting issuer. c) Public listing status of the investment fund is a ceporting issuer. a All a AB b C b MB b NL b NL c) NT c) Public listing status of the investment fund is organize issuer. c) Public listing status of the investment fund is a cutoff of digits only. c) CusiP number c) Public listing status of the investment fund is digits only. c) Silp number c) Public listing status of the investment fund is digits only. c) Silp number c) Public listing status of the investment fund is digits only.
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). Alternative strategies Cryptoasset Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Is a UCITs Fund* '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 of the investment fund O bate of formation and financial year-end of the investment fund Security MM DD Financial year-end MM DD O Reporting issuer status of the investment fund Is in investment fund a reporting issuer in any jurisdication of Canada? No YYYY MM DD No Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All
Telephone number Website (if applicable) Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Indicate with the root or both of the Equity Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment of the investment fund Undertaking for the Collective investment of the investment fund Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Security MM DD Financial year-end MM DD MM DD MM DD Key, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All All All AB BC MB NB NL NT O Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number CUSIP number, provide below (first 6 digits only) CUSIP number, provide below (first 6 digits only) Indication of the investment fund If the investment fund is publicly listed, provide the name of the exchange on which the i
b) Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Money market Equity Alternative strategies Cryptoasset 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 '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
Type of investment fund that most accurately identifies the issuer (select only one). Money market Equity Fixed income Alternative strategies Cryptoasset Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Is a UCITs Fund* ''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 Date of formation YYYY MM DD (Intervention function and financial year-end of Canada? No YYYY MM DD MM DD MD Class of Canada in which the investment fund is a reporting issuer. All All AB BC MB NB NL NT Public listing status of the investment fund If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. ON PE QC SK YT </td
Money market Equity Fixed income Balanced Alternative strategies Cryptoasset Other (describe)
Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. 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 '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 and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Is the investment fund a reporting issuer status of the investment fund is a reporting issuer. If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB BC MB 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
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 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 and financial year-end of the investment fund Date of formation and financial year-end of the investment fund d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB BC BC MB NB NL NT PE QC SK YT 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
Invests primarily in other investment fund issuers Is a UCITs Fund 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 and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Bate of formation and financial year-end of the investment fund d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All All AB BC MB NB NL NT Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number If yes, securities primarily trade, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the
Is a UCITs Fund '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 and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Date of formation Pate of formation YYYY MM DD Financial year-end MM DD d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All All AB NS NS NS ND Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number, provide below (first 6 digits only) 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
''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 and financial year-end of the investment fund Date of formation and financial year-end of the investment fund 0 Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB 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
(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 and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Date of formation YYYY MM MM DD d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB 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
Date of formation Financial year-end YYYY MM Financial year-end MM MM DD MM DD MM Pes MB
d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB BC MB NB NL NS NU ON PE QC SK YT 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
d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? Is the investment fund a reporting issuer in any jurisdication of Canada? No If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB NS NU ON PE QC SK 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
Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All 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) 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
If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. Image: All 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) 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
All 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
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
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
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
CUSIP number
name of an exchange and not a trading facility such as, for example, an automated trading system
Exchange name
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 \$).
L L \$\the under \$\mathbf{S}M \qquad L \qquad \mathbf{S}M \text{ to under \$\mathbf{S}M \qquad \text{ to under \$\mathbf{S}M \qquad \text{to under \$\mathbf{S}M
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M \$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation:

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

purchasers connectior	s resident in that j	urisdiction of Canad	da only. Do not inclu	iurisdiction of Canada, ind de in Item 7 securities issi The information providec	ued as payment	of comm	issions or fi	nder's fees in	
a) Cur	rency								
Select the	currency or curre	ncies in which the d	istribution was made	. All dollar amounts prov	ided in the repor	t must be	e in Canadio	an dollars.	
🖌 Cana	dian dollar	US dollar	Euro	Other (descri	be)				
b) Dist	tribution date(s)	1							
as both th	e start and end de n period covered	ates. If the report is by the report.	being filed for securit	for securities distributed of ties distributed on a conti	nuous basis, incl	ude the s	start and en		
	01	2013	09 06		2010	09	DD DD		
c) Deta	ailed purchaser	YYYY	MM DD		YYYY	MM			
	-		ach nurchacor an	d attach the schedul	a ta tha comm	lotod ra	nort		
	bes of securities					leteu re	eport.		
Provide th	e following inform	nation for all distrib		per security basis. Refer t it CUSIP number assigned				ow to indicate the	
							Canadian \$		
Security code	CUSIP number (if applicable)	Descript	tion of security	Number of securities	Single or lowest price	Hig	hest price	Total amount	
U B S Each Unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant is exercisable for one common share at an exercise price of \$0.25 until September 6, 2022.					0.16			1,020,820.00	
e) Det	ails of rights an	d convertible/exc	hangeable securit	ties	·	•			
				ercise price and expiry da er terms for each convert				xchangeable securities	
Convertib exchangea security c	able Underlyin	9 0	ercise price anadian \$) Highest	Expiry date (YYYY- MM-DD)	Conversion ratio	Des	escribe other items (if applicable)		
WN	ТСМ	S 0.250	0	2022-09-06	1:1				
State the t purchaser distributio This table purchaser jurisdiction	total dollar amoun resides and for ea n in a jurisdiction requires a separa resides, if a purch n.	nt of securities distri ach exemption relieu of Canada, include te line item for: (i) e naser resides in a jun	d on in Canada for th distributions to purc ach jurisdiction wher risdiction of Canada,	tion er of purchasers for each nat distribution. However, hasers resident in that jun re a purchaser resides, (ii) and (iii) each exemption rwise state the country.	if an issuer loca isdiction of Can each exemption	ted outsio ada only. relied or	de of Canad n in the juris	la completes a sdiction where a	
-	Province or country		Number of unique ²⁹ purchasers		Total amount (Canadian \$				
	Ontario	NI 45-106	2.3 [Accredited	investor]		2		40,000.00	
	Ontario		NI 45-106.2.5 [Family_friends and business					20,000.00	
		NI 45-106 2 5 (Family friends and business				4 173,760			
Brit	tish Columbia			nds and business		4		173,760.00	

Manitoba	NI 45-106 2.3 [Accredited investor]	1	50,000.00
Alberta	NI 45-106 2.3 [Accredited investor]	2	46,000.00
Cayman Islands	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	2	85,600.00
Costa Rica	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	16,000.00
Paraguay	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	48,000.00
	1,020,820.00		
	Total number of unique purchasers ^{2b}	32	

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b} In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.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	NFORMATION						
Provide information for each person the distribution. Complete addition							nsation in connection with
Indicate whether any compensation	on was paid, or will be po	aid, in connecti	on with the disti	ribution.			
🗌 No 🖌 Yes	If yes, indicate nun	nber of perso	ns compensa	ted.	3		
a) Name of person compens	sated and registration	status					
Indicate whether the person compe	nsated is a registrant.		No No	\checkmark	Yes		
If the person compensated is an inc	lividual, provide the nam	ne of the individ	lual.				
Full legal name of individu	al						
	Family n	ame	Fi	rst given n	ame	Seco	ondary given names
If the person compensated is not ar	- 	-					
Full legal name of	non-individual Hayw	ood Securitie	es Inc.				
Firm	NRD number 1	6 3	0		(if ap	plicable)	
Indicate whether the person compe	nsated facilitated the dis	tribution throu	gh a funding po	ortal or an	internet-based	l portal.	✓ No 🗌 Yes
b) Business contact informa							
If a firm NRD number is not provid	ed in Item 8 (a), provide	the business co	ntact informatio	on of the	person being co	ompensated.	
Street address							
Municipality				Р	rovince/State	9	
Country				Postal c	ode/Zip code	•	
Email address				Telep	hone numbe	r	
c) Relationship to issuer or i	nvestment fund mana	ager					
Indicate the person's relationship w the Instructions and the meaning o							onnected" in Part B(2) of
Connect with the issuer of	or investment fund mana	iger		Insider	of the issuer (c	other than an	n investment fund)
Director or officer of the i	nvestment fund or inves	tment fund ma	nager	Employ	ee of the issue	er or investm	ent fund manager
None of the above							
d) Compensation details							
Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such a allocation arrangements with the di	missions, securities-base s clerical, printing, legal rectors, officers or emplo	d compensatio or accounting	n, gifts, discount services. An issu	ts or othei er is not i	compensation required to ask	. Do not repo	ort payments for services
Cash commissions paid	960.00				Security code 1	Security c	ode 2 Security code 3
Value of all securities distributed as compensation ⁴		S	Security codes				
Describe term	s of warrants, options o	r other rights					
Other compensation ⁵		Describe					
Total compensation paid	960.00						
Check box if the person	n will or may receive any	y deferred com	pensation (des	cribe the	terms below)		
⁴ Provide the aggregate value of al							
additional securities of the issuer. rights exercisable to acquire addit. ⁵ Do not include deferred compens	ional securities of the iss		vrities distributed	d as com	pensation, <u>incl</u>	uding option.	s, warrants or other

a) Name of person comp	ensated and regist	ration status								
Indicate whether the person con	npensated is a registro	int.	No No	\checkmark	Yes					
If the person compensated is an	individual, provide th	e name of the indivi	dual.							
Full legal name of indiv	idual									
	Fa	amily name	Fire	st given na	ame		Secor	ndary given	names	,
If the person compensated is no	-	-								
Full legal name	of non-individual	PI Financial Corp								
Fi	rm NRD number	5 2 9	0			(if appli	cable)			
Indicate whether the person con	npensated facilitated t	he distribution thro	ugh a funding por	rtal or an	internet-	based p	ortal.	✓ N	lo 🗌 Yes	
b) Business contact infor	mation									
If a firm NRD number is not pro	vided in Item 8 (a), pr	ovide the business c	ontact informatio	n of the p	person be	ing com	pensated.			
Street address										
Municipality				Pr	rovince/	State				
Country			I	Postal co	ode/Zip	code				
Email address				Teleph	none nu	mber				
c) Relationship to issuer	or investment fund	manager	_							
Indicate the person's relationshi the Instructions and the meanin							ning of "cor	nnected" ii	ו Part B(2) of	
Connect with the issue	-				-		er than an i	investmer	it fund)	
Director or officer of th	ne investment fund or	investment fund m	anager	Employe	ee of the	issuer c	or investme	nt fund m	anager	
None of the above										
d) Compensation details										
Provide details of all compensati Canadian dollars. Include cash c incidental to the distribution, suc allocation arrangements with the	ommissions, securities h as clerical, printing,	-based compensation legal or accounting	on, gifts, discounts services. An issue	s or other er is not re	compens equired to	sation. D o ask for	o not repor	t payment	ts for services	
Cash commissions pa	id 4,800	0.00		S	Security c	ode 1	Security co	de 2 Se	curity code 3	
Value of all securitie distributed as compensation	-		Security codes							
	erms of warrants, opti	ons or other rights								
Other compensatior	Ŋ ⁵	Describe								
Total compensation pa	id 4,800	0.00								
Check box if the per	son will or may recei	ve any deferred cor	npensation (desc	cribe the t	erms bel	low)				
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire ad ⁵ Do not include deferred compo	er. Indicate the secur Iditional securities of	ity codes for all sec								

a) Name of person compe	ensated and registration	on status					
Indicate whether the person com	pensated is a registrant.		No No	✓ Yes	5		
If the person compensated is an i	individual, provide the na	me of the indivi	dual.				
Full legal name of individ	dual						
	Family	name	Firs	st given name		Secondary given names	
If the person compensated is not	an individual, provide the	e following infor	mation.				
Full legal name o	of non-individual Can	accord Genuit	ty Corp.				
Fin	m NRD number 9	0 0			(if appl	cable)	
Indicate whether the person com	pensated facilitated the a	listribution throu	igh a funding por	tal or an inter	 rnet-based p	ortal. 🗹 No 🗌	Yes
b) Business contact inform	nation						
If a firm NRD number is not prov	vided in Item 8 (a), provid	e the business co	ontact information	n of the perso	n being com	pensated.	
Street address							
Municipality				Provir	nce/State		
Country			F	Postal code/	Zip code		\exists
Email address				Telephone	e number		
c) Relationship to issuer o	r investment fund mai	nager	-				
Indicate the person's relationship the Instructions and the meaning						ning of "connected" in Part B(.	2) of
Connect with the issue	r or investment fund mar	nager		Insider of the	e issuer (oth	er than an investment fund)	
Director or officer of the	e investment fund or inve	estment fund ma	anager	Employee of	the issuer of	or investment fund manager	
✓ None of the above							
d) Compensation details							
Provide details of all compensatio Canadian dollars. Include cash co incidental to the distribution, such allocation arrangements with the	mmissions, securities-bas h as clerical, printing, lego	ed compensatio al or accounting	n, gifts, discounts services. An issue	or other com r is not requir	pensation. E red to ask for	o not report payments for serv	vices
Cash commissions paid	d 595.20)		Secu	rity code 1	Security code 2 Security cod	e 3
Value of all securities distributed as compensation] :	Security codes				
	rms of warrants, options	or other rights					
Other compensation ⁵	5	Describe					
Total compensation paid	595.20		L				
Check box if the pers	son will or may receive a	」 ny deferred con	npensation (desc	ribe the terms	s below)		
⁴ Provide the aggregate value of additional securities of the issue rights exercisable to acquire add ⁵ Do not include deferred compe	er. Indicate the security c ditional securities of the i	odes for all sect					

ITEM 9 - DIRECTORS, EXECU	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER								
If the issuer is an investment fund	l, do not complete	Item 9. Procced to	Item 10.									
Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).												
✓ Reporting issuer in any jurisdiction of Canada												
Foreign public issuer												
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶												
Provide name of reporting issuer												
Wholly owned subsidiary of a foreign public issuer ⁶												
Provide name of	foreign public issue	er										
Issuer distributing only eligi	ble foreign securitie	s and the distributio	n is to permitted clie	ents only ⁷				_				
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (d	:). Proceed to Item	10.								
⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.												
a) Directors, executive officers and promoters of the issuer												
Provide the following information for territory; otherwise state the country.						tate the	province	or				
Organization or company name	Family name	First given name	Secondary given names	non-individu resident jurisdictio	Business location of non-individual or residentail Relations			nship to issuer t all that apply)				
				Province or	country	D	0	Р				
b) Promoter information												
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.												
Organization or company name	Organization or company name Family name First g			Residential jurisdiction of individual	Rela (select o	itionship one or bo	hip to promoter r both if applicable)					
				Province or country	D		C)				
c) Residential address of eac	h individual											

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

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

Name of issuer/underwriter/ investment fund manager/agent	Blackrock Gold Corp.							
Full legal name	Kumar	Amit						
	Family name	First given name	·	Seconda	iry given n	ames		
Title	Corporate Secretary							
Telephone number	6043173848	Email address	akumar@blackrockgoldcorp.com					
Signature	"Amit Kumar"	Date	2019	09	11			
			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	Speed	Alison		Title	Securities Paralegal
	Family name	First given name	Secondary given	names	
Name of company	Koffman Kalef LLP				
Telephone number	6048913730	En	ail address als	@kkbl.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.