Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9663855

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 CERTIFY	IG THE REPORT												
	port (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National nd Continuous Disclosure and the companion policy to NI 81-106.												
Investment fund issuer													
✓ Issuer (other than an investment fund)													
Underwriter													
Item 3 - Issuer Name and Other Identifiers													
	about the issuer, or if the issuer is an investment fund, about the fund.												
Full legal name C3 Metals Inc.													
Previous full le	name												
If the issuer's name changed in the last 12 months, provide most recent previous legal name.													
	/ebsite (if applicable)												
If the issuer has a legal entity id	tifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".												
Legal entity	entifier												
If two or more issuers distribute	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	suer(s) (if applicable)												
ITEM 4 - UNDERWRITER	FORMATION												
If an underwriter is completing	e report, provide the underwriter's full legal name and firm NRD number.												
Full legal name													
Firm NRD number	(if applicable)												
If the underwriter does not have	firm NRD number, provide the head office contact information of the underwriter.												
Street address													
Municipality	Province/State												
Country	Postal code/Zip code												
Telephone number	Website (if applicable)												

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 3 3
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. 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 mining industry . Select the category that best describes the issuer's stage of operations. If the issuer is in the mining industry . If the issuer is in the mining industry . If the issuer is in the mining industry . If the issuer is in the mining industry . If the issuer is in the mining industry . If the issuer is in the mining industry. If the issuer is industry.
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✓ YesIf yes, provide SEDAR profile number00031237
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.
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. Investment fund issuers Is a UCIT's Fund' 'understaining for the Collective Investment fund issuers Is a UCIT's Fund' 'understaining for the Collective Investment of Transferable Securities funds (UCIT's Funds) are investment funds regulated by the European Union (C) Date of formation and financial year-end of the investment fund Suppresent fund a reporting issuer in any jurisdication of Canada? No Yes It he investment fund a reporting issuer in any jurisdication of Canada? No Yes It he investment fund hars a CUSP number, provide below (first 6 digits only) CUSP number On O Public listing status of the investment fund is a reporting issuer. All All All </th
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 investment fund issuers 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 c Date of formation and financial year-end of the investment fund EUT of formation and financial year-end of the investment fund Setter 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 is a reporting issuer. If yes, setert the jurisdictions of Canada in which the investment fund is a reporting issuer. ON YES If yes, setert the jurisdictions of Canada in which the investment fund is a reporting issuer. ON YES If yes, setert the jurisdictions of Canada in which the investment fund is a reporting issuer. ON YES If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number CUSIP number If the investment fund is publicly listed, provide the name of the exchange on which the investment fund is securities primarily trade. Provide only the function of the investment fund is a reporting issuer. If the investment fund is a cUSIP number, provide below (first 6 digits only) CUSIP number CUSIP number Indicate the in
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 in T c) Public listing status of the investment fund c) Public listing status of the investment fund is digits only. c) Public listing status of the investment fund is digits only. c) Sill number c) Public listing status of the investment fund is digits only. c) Sill number c) Finde the number provide below (first 6 digits only. c) Sill number c) Sill number c) Sill number c) Sill n
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 If yes, select the investment fund If yes, select 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 has a CUSIP number, provide below (first 6 digits only) If the investment fund has a cusification of the digits only) If the investment fund has a CUSIP number, provide below (first 6 digits only) If the investment fund has a cusification of the digits only) If the investment fund has a cusification of the digits only) Is the investment fund has a cusification of the digits only) Is the investment fund has a cusification of the exchange on which the investment fund's securities primarily trade. Provide only the
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 G) 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 All 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
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 to
\$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

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 i	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)												
			ous basis, include	the start and end								
Start da	2021 11 09	End date	2021	1 09								
a) Datailed purchaser infor	YYYY MM DD		YYYY N	/M DD								
, .	 c) Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. 											
• •	· · ·	tuch the schedule t										
d) Types of securities distr		an with the sign Defer to F	Dant A(12) of the li	activities of fair he	w to indicate the							
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 cOUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount							
CMS		101,582,178.00	0.1900	0.1900	19,300,614.00							
e) Details of rights and cor	overtible/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. Convertible /												
exchangeable Underlying security code security code	Exercise price (Canadian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other it	ems (if applicable)							
	Lowest Highest											
f) Summary of the distribut	tion by jurisdiction and exemption											
 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 Canada, and (iii) each exemption relied on in Canada, 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 or	1	Number of unique ²⁸ purchasers	Total am	nount (Canadian \$)							
Ontario	NI 45-106 2.3 [Accredited inve	estor]	2	:9	1,697,840.00							
British Columbia	NI 45-106 2.3 [Accredited inve	estor]	1	6	1,105,420.00							
Alberta	NI 45-106 2.3 [Accredited inve	estor]		1	57,000.00							
Québec	NI 45-106 2.3 [Accredited inve	estor]		3	260,300.00							
Nova Scotia	NI 45-106 2.3 [Accredited inve	estor]		1	49,400.00							
Australia	Other		1	1	2,577,319.79							
United Kingdom	Other			1	375,200.03							
Cayman Islands	Other			2	500,023.00							
Uruguay	Other			1	49,400.00							

Bahamas	5	Other				1		24,700.00			
Mexico		Other				2		114,000.00			
United Stat	tes	Other				5	1	2,490,011.00			
			Total dollar amo	unt of sec	curities d	istributed	1	9,300,613.82			
		Total nu	Imber of unique purc	hasers ^{2b}		73					
^{2a} In calculating the n	umber of u	nique purchasers per row, co	unt each purchaser onl	y once. Joi	int purcha	sers may be	counted as one pu	rchaser.			
^{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 inv	e 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 cou	intry		Net proc (Canadia						
	Total ne	t proceeds to the investme	ent fund				-				
		s proceeds realized in the ju g the distribution period cov		ributions f	for which t	he report is	being filed, less th	e gross			
h) Offering mate	rials - Thi	s section applies only in S	Saskatchewan, Onta	irio, Quél	bec, New	/ Brunswic	k and Nova Scot	iia.			
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)	with or de regula			eviously filed or delivered YY-MM-DD)				
								í.			

ITEM 8 -	COMPENSATION INFORMATION	
----------	--------------------------	--

rovide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with ne 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 IN IN ISSUE If yes, indicate number of persons compensated.		
Indicate whether any compensation	on was paid, or will be paid, in connection with the distribution.	
🗌 No 🗹 Yes	If yes, indicate number of persons compensated.	4

a) Name of person comper	nsated and regis	stration status										
Indicate whether the person comp	Indicate whether the person compensated is a registrant. No Ves											
If the person compensated is an in	If the person compensated is an individual, provide the name of the individual.											
Full legal name of individ	Full legal name of individual											
		Family name		Firs	t given	name				Secondary	given name	es
If the person compensated is not an individual, provide the following information.												
Full legal name of	non-individual	Canaccord Ge	enuit	y Corp.								
Firn	n NRD number	9 0	0				(if	appl	icable)			
Indicate whether the person comp	ensated facilitated	d the distribution t	throu	gh a funding por	tal or a	ın inte	rnet-ba	sed p	ortal.	Ţ	/ No [Yes
b) Business contact inform	ation											
If a firm NRD number is not provi	ded in Item 8 (a),	provide the busine	ess co	ntact informatior	n of the	e perso	n being	ј сот	pensat	ted.		
Street address												
Municipality						Provir	nce/St	ate				
Country				F	Postal	code	Zip co	ode				
Email address					Tele	phone	e num	ber				
c) Relationship to issuer or investment fund manager												
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager												
None of the aboved) Compensation details												
Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such allocation arrangements with the o Cash commissions paid	nmissions, securiti as clerical, printin	es-based compens g, legal or accoun or employees of a	satioi ting :	n, gifts, discounts services. An issue	or oth r is not	er com requii by the	pensat red to d	ion. E Isk foi	Do not r detail	report pay	ments for	services n, internal
Value of all securities distributed as compensation⁴			S	Security codes		С	М	S	W	N T		
	ms of warrants, op	 otions or other rig	hts	2,360,647 Bro thereof to acq period of two	uire o	ne co	mmon	sha	re at a	a price o		
Other compensation ⁵		Descr	ibe									
Total compensation paid	358,0	34.00										
Check box if the perso	on will or may rec	eive any deferred	l com	pensation (desci	ribe the	e term	s belov	v)				
⁴ Provide the aggregate value of a additional securities of the issuer rights exercisable to acquire addl ⁵ Do not include deferred compen- ant include deferred compen- include deferred compe	. Indicate the sec itional securities d	urity codes for all										

a) Name of person compensated and registration status											
Indicate whether the person compen	nsated is a regist	rant.	🗌 No	\checkmark] Yes						
If the person compensated is an indi	If the person compensated is an individual, provide the name of the individual.										
Full legal name of individual											
		Family name	I	First given	name	Seco	ondary given names	;			
If the person compensated is not an individual, provide the following information.											
Full legal name of n	Full legal name of non-individual Haywood Securities Inc.										
Firm 1	NRD number	1 6	3 0		(if	applicable)					
Indicate whether the person compen	sated facilitated	l the distribution th	rough a fundi	ng portal or a	n internet-ba	sed portal.	✓ No	Yes			
b) Business contact information	ion										
If a firm NRD number is not provide	d in Item 8 (a), _f	provide the busines	s contact infor	mation of the	e person being	compensated.					
Street address											
Municipality				I	Province/Sta	ate					
Country				Postal	code/Zip co	de					
Email address				Tele	phone numb	ber					
c) Relationship to issuer or investment fund manager											
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager None of the above											
d) Compensation details											
Provide details of all compensation p Canadian dollars. Include cash comm incidental to the distribution, such as allocation arrangements with the dir Cash commissions paid Value of all securities distributed as compensation ⁴	nissions, securiti clerical, printin	es-based compense g, legal or accounti or employees of a n	ition, gifts, dis ng services. Al	counts or othe n issuer is not compensated	er compensati required to a by the issuer. Security code	on. Do not repo sk for details ab	ort payments for so pout, or report on,	ervices internal			
L Describe terms	s of warrants, op	otions or other righ	thereof t	o acquire o	ne common		entitles the hol ice of \$0.19 for e.				
Other compensation ⁵		Describ	e								
Total compensation paid	327,90	04.00									
Check box if the person	will or may reco	eive any deferred o	compensation	(describe the	e terms below)					
⁴ Provide the aggregate value of all additional securities of the issuer. In rights exercisable to acquire addition ⁵ Do not include deferred compensation	ndicate the secu onal securities o	urity codes for all s						er			

a) Name of person comp	ensated and regis	stration	status												
Indicate whether the person con	npensated is a regist	trant.			🗌 No		\checkmark] Yes	5						
If the person compensated is an	individual, provide	the nam	e of the in	divid	dual.										
Full legal name of indivi	dual														
		Family na	ame			First	t given	name				Seconda	ary give	n names	3
If the person compensated is no	t an individual, prov	ide the f	following ir	nfor	mation.										
Full legal name	of non-individual	Beaco	on Securi	ties	Limited										
Fi	rm NRD number	1	5	5	4	0			(if app	licable)			
Indicate whether the person con	npensated facilitated	d the dis	tribution th	hrou	igh a fundi	ng port	tal or a	n inte	rnet-b	ased p	oortal.		\checkmark	No 🗌	Yes
b) Business contact inform	mation														
If a firm NRD number is not pro	vided in Item 8 (a),	provide t	the busines	ss co	ontact infor	mation	n of the	e persc	on beir	ng con	npensa	ted.			
Street address															
Municipality							I	Provi	nce/S	tate					
Country						Ρ	Postal	code	/Zip c	ode					
Email address							Tele	phone	e num	nber					
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 compensati Canadian dollars. Include cash c incidental to the distribution, suc allocation arrangements with the	ommissions, securiti h as clerical, printin e directors, officers c	es-based g, legal or emplo	d compens or account	atio ing	n, gifts, dis services. Ai	counts n issuer	or othe r is not	er com requi	npensa red to	ition. I ask fo	Do not	report p	bayme	nts for s	ervices
Cash commissions pa	id 218,6	03.00						Secu	rity coo	de 1	Secu	rity code	2 S	ecurity c	ode 3
Value of all securitie distributed as compensation				S	Security co	des		С	М	S	W	Ν	т		
	erms of warrants, o	otions or	r other righ	nts	944,259 thereof t period o	o acqu	uire o	ne co	mmo	n sha	re at	a price			
Other compensatior	1 ⁵		Descril	be											
Total compensation pai	d 218,6	03.00													
Check box if the per	son will or may rec	eive any	/ deferred	com	pensation	(descr	ibe the	e term	s belo	w)					
⁴ Provide the aggregate value o additional securities of the issu rights exercisable to acquire ac ⁵ Do not include deferred compo	er. Indicate the sec Iditional securities d	urity cod	les for all s												ner

a) Name of person compo	ensated and regis	stration	status												
Indicate whether the person compensated is a registrant. No Yes															
If the person compensated is an individual, provide the name of the individual.															
Full legal name of indivi	dual														
Family name First given name Secondary give											ary give	n names	;		
If the person compensated is not an individual, provide the following information.															
Full legal name	of non-individual	Ecoba	an Securit	ties	Corporati	on									
Fi	rm NRD number	4	3	0	6	0			((if app	licable)				
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves															
b) Business contact inform	mation														
If a firm NRD number is not pro	vided in Item 8 (a),	provide i	the busines	s co	ntact inforr	nation	of the	perso	n beir	ng con	npensa	ted.			
Street address															
Municipality							ŀ	Provir	nce/S	State					
Country						Ρ	ostal	code/	/Zip c	code					
Email address							Tele	phone	e nun	nber					
c) Relationship to issuer or investment fund manager															
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager None of the above															
d) Compensation details															
Provide details of all compensati Canadian dollars. Include cash co incidental to the distribution, suc allocation arrangements with the Cash commissions pai Value of all securities	ommissions, securiti h as clerical, printin e directors, officers c d 246,0 s	es-baseo g, legal	d compense or account	atior ing s on-i	n, gifts, disc services. An	ounts issuer omper	or othe is not	er com requir by the	penso red to	ation. l ask fo er.	Do not r detai	report µ ls abou ity code	payme t, or re	nts for s	ervices internal
distributed as compensatior Describe te	erms of warrants, o	ptions of	r other righ	its	1,294,73 thereof to period of	o acqu	uire oi	ne co	mmo	n sha	re at a	a price			
Other compensation	5		Describ	ре											
Total compensation pai	d 246,0	00.00			L										
Check box if the person will or may receive any deferred compensation (describe the terms below)															
⁴ Provide the aggregate value o additional securities of the issuining rights exercisable to acquire ad ⁵ Do not include deferred compo- security of the security of the	er. Indicate the sec Iditional securities d	urity cod	des for all s												er

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER									
If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.									
Indicate whether the issuer is any o	f the following (seled	t the one that appli	es - if more than one	applies, select onl	y one).				
 Reporting issuer in any juris 	✓ 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 iss	uer ⁶							
Provide name of	foreign public issue	er							
Issuer distributing only eligible foreign securities and the distribution is to permitted clients 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 officer	s and promoters	of the issuer							
Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.								or	
Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residentail jurisdiction of individual			elationship to issuer select all that apply)		
				Province or	Province or country		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	Family name Fire	First given name	Secondary given names	Residential jurisdiction of individual	jurisdiction of individual (select of		ationship to promoter one or 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	C3 Metals Inc.					
Full legal name	McNeice	eice John				
	Family name	First given name	•	Seconda	ry given nam	es
Title	Chief Financial Officer					
Telephone number	6136927704	Email address jmcneice@c3metals.com			als.com	
Signature	"John McNeice"	Date	2021	11	17	
		_	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	Peloso	Griffin		Title	Associate
	Family name	First given name	Secondary given nan	nes	
Name of company	Irwin Lowy LLP				
Telephone number	4164503577	En	ail address gpelos	o@irwinlowy.c	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.