Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9259345

ITEM 1 - REPORT TYPE						
☐ New report						
Amended report If amended, provide filing date of report that is being amended 2020 10 07 (YYYY-MM-DD)						
ITEM 2 - PARTY CERTIFYING THE REPORT						
Indicate the party certifying the report (select only one). Fo Instrument 81-106 Investment Fund Continuous Disclosure	7. For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National					
Investment fund issuer	sure and the companion policy to Ni 61-100.					
✓ Issuer (other than an investment fund)	nd)					
Underwriter	σ,					
-						
ITEM 3 - ISSUER NAME AND OTHER IDENTIL	ITIFIERS					
Provide the following information about the issuer, or if the						
Full legal name Norsemont	ont Mining Inc.					
Previous full legal name Norsemont Capital Inc.						
If the issuer's name changed in the last 12 months	nths, provide most recent previous legal name.					
Website https://norsemontmining.com (if applicable)						
If the issuer has a legal entity identifier₄ provide below. Ref	Refer to Part B of the Instructions for the definition of "legal entity identifier".					
Legal entity identifier						
If two or more issuers distributed a single security, provide	ride the full legal name(s) of the co-issuer(s) other than the issuer named above.					
Full legal name(s) of co-issuer(s)	(if applicable)					
ITEM 4 - UNDERWRITER INFORMATION						
If an underwriter is completing the report, provide the under	underwriter's full legal name and firm NRD number.					
Full legal name						
Firm NRD number (if applicable)						
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.						
Street address						
Municipality	Province/State					
Country	Postal code/Zip code					
Telephone number	Website (if applicable)					

ITEM 5 - ISSUER INFORMATION					
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.					
a) Primary industry					
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.					
NAICS industry code 2 1 2 2 0					
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.					
✓ Exploration ☐ Development ☐ Production					
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.					
☐ Mortgages ☐ Real estate ☐ Commercial/business debt ☐ Consumer debt ☐ Private companies					
☐ Cryptoassets					
b) Number of employees					
Number of employees: ✓ 0 - 49					
c) SEDAR profile number					
Does the issuer have a SEDAR profile?					
No ✓ Yes If yes, provide SEDAR profile number 0 0 0 1 5 1 5 8					
If the issuer does not have SEDAR profile complete item 5(d) - (h).					
d) Head office address					
Street address Province/State					
Municipality Postal code/Zip code					
Country Telephone number					
e) Date of formation and financial year-end					
Date of formation Financial year-end MM DD Financial year-end					
f) Reporting issuer status					
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes					
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.					
AII AB BC MB NB NL NT					
NS NU ON PE QC SK YT					
g) Public listing status					
If the issuer has a CUSIP number, provide below (first 6 digits only)					
CUSIP number					
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an					
exchange and not a trading facility such as, for example, an automated trading system.					
Exchange name					
h) Size of issuer's assets					

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

☐ \$0 to under \$5M	☐ \$5M to under \$25M	☐ \$25M to under \$100M
\$100M to under \$500M	☐ \$500M to under \$1B	\$1B or over

ITEM 6 - INVESTMENT	FUND ISSUER INFORMATION				
If the issuer is an inves	tment fund, provide the following information.				
a) Investment fund ma	anager information				
Full legal name					
Firm NRD number	(if applicable)				
If the investment fund mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.				
Street address					
Municipality	Province/State				
Country	Postal code/Zip code				
Telephone number	Website (if applicable)				
b) Type of investment	fund				
Type of investment fund tha	it most accurately identifies the issuer (select only one) .				
Money market	☐ Equity ☐ Fixed income ☐ Balanced				
Alternative strate	gies Cryptoasset Other (describe)				
Indicate whether one or bot	h of the following apply to the investment fund .				
Invests primarily in	n other investment fund issuers				
☐ Is a UCITs Fund¹					
¹ Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.					
c) Date of formation a	nd financial year-end of the investment fund				
Date of forma	tion Financial year-end MM DD				
d) Reporting issuer st	atus of the investment fund				
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes				
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.				
AII	AB BC MB NB NL NT				
☐ NS ☐	NU ON PE QC SK T				
e) Public listing status	s of the investment fund				
If the investment fund has a	CUSIP number, provide below (first 6 digits only)				
	CUSIP number				
	blicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the oot a trading facility such as, for example, an automated trading system.				
Exchange on					
-	AV) of the investment fund				
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).					
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M				
\$100M to under \$500	DM S500M to under \$1B S1B or over Date of NAV calculation:				
	YYYY MM DD				

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

SCITE	edute 1 of the report.									
a)	Currency									
Sele	Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.									
\checkmark	Canadian dollar US dollar Euro Other (describe)									
b)	Distribution date(s)									
as b		the report is b		J .	d for securities distributed on or ities distributed on a continuou	,				ate
	Start da	2020	09	28	End date	2020	09	28		
		YYYY	MM	DD	-	YYYY	MM	DD	-	

c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

							Canadian \$	
		CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount	
U	В	S	65652P108	Non-Brokered Private Placement of units consisting of one common share and one transferrable share purchase warrant.	942,715.00	1.6000	1.6000	1,508,344.00

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

е	xcha	vertible angea arity co	able		derlyii urity c			se price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)	
							Lowest	Highest				
V	V	N	Т	С	M	S	2.5000	2.5000	2021-09-28		The warrants are subject to an accelerated expiry provision whereby if the common shares trade at \$3.25 per share and above for a period of 10 consecutive trading days, the Issuer may accelerate the expiry date of the warrants.	

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique ^{2g} purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	3	36,344.00
T British Collimbia	Investment dealer- exemption (BC, AB, SK, MB, NB)	1	16,000.00

Manitoba	NI 45-106 2.3 [Accredited investor]	1	16,000.00
Manitoba	Investment dealer- exemption (BC, AB, SK, MB, NB)	1	20,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	1	720,000.00
Cayman Islands	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	2	700,000.00
	Total dollar amount of se	ecurities distributed	1,508,344.00
	Total number of unique purchasers ^{2b}	9	

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

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

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

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated. Indicate whether any compensation was paid, or will be paid, in connection with the distribution. No Yes If yes, indicate number of persons compensated.	ITEM 8 - COMPENSATION INFORMATION					
No ✓ Yes If yes, indicate number of persons compensated.	Indicate whether any compensation was paid, or will be paid, in connection with the distribution.					
	No ✓ Yes If yes, indicate number of persons compensated. 3					

a) Name of person comp	ensated and regis	stration	status								
Indicate whether the person compensated is a registrant. No Yes											
If the person compensated is an	If the person compensated is an individual, provide the name of the individual.										
Full legal name of indivi	idual										
		Family na	me			First	t given n	ame		Secondary given names	
If the person compensated is not an individual, provide the following information.											
Full legal name of non-individual Eight Capital Corp.											
Fi	Firm NRD number 5 5 1 8 0 (if applicable)										
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Yes											
b) Business contact information											
If a firm NRD number is not pro	vided in Item 8 (a), ¡	orovide tl	ne business	s conta	ct infor	mation	of the p	person b	eing com	npensated.	
Street address											
Municipality							Р	rovince	e/State		
Country						Р	ostal c	ode/Zip	o code		
Email address							Telep	hone n	umber		
c) Relationship to issuer	or investment fund	d mana	ger								
										nning of "connected" in Part B(2) of	
the Instructions and the meanin	-			6 for ti	he purp		•	-			
Connect with the issue	er or investment fun	d manag	jer			Ш	Insider	of the is	suer (oth	ner than an investment fund)	
Director or officer of the	ne investment fund o	or investi	ment fund	mana	ger		Employ	ee of the	e issuer (or investment fund manager	
✓ None of the above											
d) Compensation details											
	ommissions, securiti h as clerical, printin	es-based g, legal o	compensa r accounti	ition, g ng serv	ifts, dis ⁄ices. A	counts (n issuer	or other is not r	comper equired	nsation. L to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal	
Cash commissions pa		00.00	ces of a me	on that	vidual	compe					
Value of all securitie	S 99.4	00.00		Seci	urity co	des		Security W N		Security code 2 Security code 3	
distributed as compensation	'										
Describe terms of warrants, options or other rights 62,125 brokers warrants were issued at a price of \$1.60 per share expiring September 28, 2021, subject to an accelerated expiry provision if the common shares trade at \$3.25 per share and above for ten consecutive trading days.											
Other compensation	n ⁵		Describ	е							
Total compensation pa	198,80	00.00									
Check box if the person will or may receive any deferred compensation (describe the terms below)											
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire ac ⁵ Do not include deferred compe	er. Indicate the secu Iditional securities o	urity code	es for all s								

a) Name of person compensated and registration 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 individu	ual									
		Family name		First given	name	S	econdary (given names		
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual Mackie Research Capital Corporation										
Firm NRD number 3 0 7 0 (if applicable)										
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Yes										
b) Business contact information	ation									
If a firm NRD number is not provid	ded in Item 8 (a), p	provide the business	contact infor	mation of the	person bein	ng compensate	ed.			
Street address										
Municipality				I	Province/S	tate				
Country				Postal	code/Zip c	ode				
Email address				Tele	phone nun	nber				
c) Relationship to issuer or	investment fund	d 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			o for the purp			er (other than	an invest	ment fund)		
Director or officer of the			manager			ssuer or inves				
<u>_</u>	investment fund (or investment fund	manayer	Ш Ешрю	yee or the is	ssuel Of lifes	imeni iun	u managei		
✓ None of the above										
d) Compensation details										
Provide details of all compensation Canadian dollars. Include cash con										
incidental to the distribution, such	as clerical, printing	g, legal or accountii	ng services. Al	n issuer is not	required to	ask for details				
allocation arrangements with the d			n-individual	compensated	by the issue	r.				
Cash commissions paid	1,40	00.00			Security cod	de 1 Security	y code 2	Security code 3		
Value of all securities distributed as compensation ⁴			Security co	des						
•	ns of warrants, on	otions or other right	s							
Other compensation ⁵	7 1	Describ								
Total compensation paid	1 40									
Officer box if the perse	Check box if the person will or may receive any deferred compensation (describe the terms below)									
⁴ Provide the aggregate value of a additional securities of the issuer.										
rights exercisable to acquire addi ⁵ Do not include deferred compen	itional securities o				.,	<u></u> opin	, man	5. 53.61		
I										

a) Name of person comp	pensated and regis	stration status								
Indicate whether the person compensated is a registrant. No V Yes										
If the person compensated is an individual, provide the name of the individual.										
Full legal name of indiv	vidual									
		Family name		First giv	ven name	I	Secondary	given names		
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual PI Financial Corp.										
Firm NRD number 5 2 9 0 (if applicable)										
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Yes										
b) Business contact information										
If a firm NRD number is not pr	ovided in Item 8 (a),	provide the business	contact info	rmation of	the pers	son being co	mpensated.			
Street address										
Municipality					Prov	rince/State				
Country				Pos	tal code	e/Zin code				
Email address										
	an increase and from	d		1'	ејергіоі	ne number				
c) Relationship to issuer						<i>.</i>				
Indicate the person's relationsh the Instructions and the meani								ed" in Part B(2) of		
Connect with the issu	uer or investment fur	nd manager		☐ Ins	ider of th	he issuer (ot	ther than an inves	tment fund)		
Director or officer of	the investment fund	or investment fund	manager	☐ Em	nployee	of the issuer	r or investment fur	nd manager		
✓ None of the above										
<u> </u>										
d) Compensation details Provide details of all compensation		id to the person ide	atified in Ita	m 9(a) in co	onnactio	n with the di	istribution Provide	all amounts in		
Canadian dollars. Include cash	commissions, securit	ies-based compensa	ion, gifts, di	scounts or	other co	mpensation.	Do not report pay	ments for services		
incidental to the distribution, su allocation arrangements with the							or details about, o	r report on, internal		
Cash commissions pa		20.00		compensu						
·		20.00			Sec	curity code 1	Security code 2	Security code 3		
Value of all securition distributed as compensation			Security c	odes						
Describe terms of warrants, options or other rights										
Other compensation	n ⁵	Describe	•							
Total compensation pa	aid 2,5	20.00								
Check box if the person will or may receive any deferred compensation (describe the terms below)										
⁴ Provide the aggregate value additional securities of the iss	uer. Indicate the sec	urity codes for all se								
rights exercisable to acquire a 5Do not include deferred comp		of the issuer.			-					
•										

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER							
If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.											
Indicate whether the issuer is any o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y one).						
✓ Reporting issuer in any juris	sdiction of Canada										
Foreign public issuer	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 issu	uer ⁶						_			
Provide name of	foreign public issue	r						7			
Issuer distributing only eligil	ble foreign securities	and the distribution	n is to permitted clie	ents only ⁷				_			
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.							
⁶ An issuer is a wholly owned 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.											
If the issuer is none of the	above, check this b	ox and complete	Item 9(a) - (c).								
a) Directors executive officer	e and promoters of	of the issuer									
a) Directors, executive officers and promoters of the issuer Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or											
territory; otherwise state the country.							province				
Organization or company name	Business location of non-individual or residentail suriediction of suriedictin										
				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	Family name	First given name	Secondary given names	Residential jurisdiction of individual			to promo				
				Province or country	D		C)			
c) Residential address of each 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	Norsemont Mining Inc.									
Full legal name	Sandher									
	Family name	First given name	•	Seconda	ary given n	ames				
Title	CFO									
Telephone number	6046699788	Email address	kulwant.s	sandher@	gmail.c	om				
Signature	"Kulwant Sandher"	Date	2020	10	22					
			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	Rivera	Nilda			Title	Consultant			
	Family name	First given name	Secondary	given names	•				
Name of company	Norsemont Mining Inc.								
Telephone number	6043625207		Email address	nilda@mosa	amventur	es.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.