

**Form 62-103F1**  
**REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS**

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable.

**Item 1 - Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Securities: common shares ("**Shares**") and stock options ("**Options**")

Issuer: Palamina Corp. ("**Palamina**" or the "**Reporting Issuer**")  
145 King Street West, Suite 2870  
Toronto, Ontario  
M5H 1J8

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

The Acquiror (defined below) acquired Shares through the TSX Venture Exchange.

**Item 2 - Identity of the Acquiror**

**2.1 State the name and address of the Acquiror**

Andrew Thomson (the "**Acquiror**")  
145 King Street West, Suite 2870  
Toronto, Ontario M5H 1J8

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On September 4, 2020, the Acquiror acquired direct and indirect ownership of 72,500 Shares of the Reporting Issuer, at an average price of \$0.28 per Share (the "**Acquired Shares**") and on September 9, 2020 was granted 75,000 stock options at an exercise price of \$0.30, which expire 5 years from the date of grant (the "**Acquired Options**"). The Acquired Shares and the Acquired Options when added to the securities previously held by the Acquiror triggered the requirement to file this early warning report.

The Acquired Shares and Acquired Options increased the Acquiror's overall holdings in the Reporting Issuer to 9.4% of the outstanding Shares of Palamina on an undiluted basis and 11.3% on a partially diluted basis.

**2.3 State the names of any joint actors.**

Not applicable.

**Item 3 - Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's security holding percentage in the class of securities.**

Immediately prior to the Effective Date, the Acquiror had beneficial ownership, or exercised control or direction, both directly and indirectly over (a) 4,183,502 Shares; (b) 400,000 Options; and (c) 490,167 Warrants, representing approximately 9.2% of the outstanding Shares of Palamina on an undiluted basis and 11.0% on a partially diluted basis.

On September 4, 2020, the Acquiror acquired direct and indirect ownership of 72,500 Shares of the Reporting Issuer, at an average price of \$0.28 per Share and on September 9, 2020 was granted 75,000 stock options at an exercise price of \$0.30, which expire 5 years from the date of grant.

Following the transactions, the Acquiror has beneficial ownership or exercises direction or control over, directly and indirectly: (a) 4,256,002 Shares; (b) 475,000 Options and (c) 490,167 Warrants, representing approximately 9.4% of the outstanding Shares of Palamina on an undiluted basis and 11.3% on a partially diluted basis.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.**

The Acquiror acquired an aggregate ownership of the Acquired Shares and Acquired Options.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

See Item 3.1 above.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control,**

See Item 3.1 above.

**(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

**(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

**3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

**3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

**3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 - Consideration Paid**

**4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The Acquiror purchased an aggregate 72,500 Shares of the Reporting Issuer at an average price of \$0.28 per Share, for total consideration of \$20,300 and the Acquired Options for no consideration.

**4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Not applicable.

**4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

#### **Item 5 - Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

The Acquired Shares were purchased for investment purposes. The Acquiror may, from time to time, take such actions in respect of its holdings in securities of the Reporting Issuer as it may deem appropriate in light of the circumstances then existing, including (i) acquiring, exercising, converting, exchanging, selling or otherwise disposing of securities of the Reporting Issuer or securities exercisable for, or convertible or exchangeable into, securities of Reporting Issuer, and (ii) developing plans or intentions or taking actions which relate to or would result in one or more of the transactions or matters referred to in paragraphs (a) through (k) above.

#### **Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

Not applicable.

#### **Item 7 - Change in material fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.**

Not applicable.

#### **Item 8 - Exemption**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and described the facts supporting that reliance.**

Not applicable.

**Certificate**

I, as the Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

September 9, 2020

*"Andrew Thomson"*

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Andrew Thomson