Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name CANACOL ENERGY LTD.		2 Issuer's employer identification number (EIN) 98-1458096
3 Name of contact for additional information TRACY L. WHITMORE	4 Telephone No. of contact 403-237-9925	5 Email address of contact twhitmore@canacolenergy.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 2650, 585 - 8 AVE SW		7 City, town, or post office, state, and ZIP code of contact CALGARY, ALBERTA, T2P 1G1, CANADA
8 Date of action JANUARY 15, 2021	9 Classification and description COMMON STOCK	

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
134808		CNE	

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ ON DECEMBER 14, 2020 CANACOL ENERGY LTD. ("CANACOL") DECLARED A DIVIDEND OF CAD$0.052 PER SHARE PAYABLE ON JANUARY 15, 2021 TO SHAREHOLDERS OF RECORD AT THE CLOSE OF BUSINESS ON DECEMBER 31, 2020.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ CANACOL HAS REASONABLY DETERMINED THAT IS IS NOT LIKELY TO HAVE POSITIVE ACCUMULATED EARNINGS AND PROFITS ("E&P") OR CURRENT E&P FOR THE YEAR ENDED DECEMBER 31, 2020. ACCORDINGLY, THE DISTRIBUTION IS LIKELY TO BE TREATED AS A SECTION 301(c)(2) RETURN OF BASIS FOR U.S. FEDERAL INCOME TAX PURPOSES.

GENERALLY, THE PORTION OF A DISTRIBUTION ON COMMON STOCK THAT IS TREATED AS A RETURN OF BASIS REDUCES THE TAX BASIS IN THE SHARES OF THE COMMON STOCK UP TO A SHAREHOLDER'S ADJUSTED BASIS IN THE COMMON STOCK WITH ANY EXCESS TREATED AS CAPITAL GAINS PURSUANT TO SECTION 301(c)(3). SHAREHOLDERS SHOULD CONSULT WITH THEIR TAX ADVISERS REGARDING THEIR PARTICULAR CIRCUMSTANCES.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ GENERALLY, E&P UNDER SECTION 312 ARE DETERMINED AFTER THE CLOSE OF THE YEAR. AS PRACTICABLE, ADJUSTMENTS AFTER THE CLOSE OF THE YEAR MAY CHANGE THE AMOUNT OF E&P AVAILABLE FOR DISTRIBUTION FOR THE YEAR.

Part II **Organizational Action** *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

SECTIONS 301(c)(2), 301(c)(3), 312, 316, 317

18 Can any resulting loss be recognized? ▶ **THIS DISTRIBUTION WOULD NOT CREATE A LOSS.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **THE ADJUSTMENT TO BASIS WOULD BE TAKEN INTO ACCOUNT IN THE TAX YEAR OF THE SHAREHOLDER DURING WHICH THE DISTRIBUTION WAS RECEIVED. (E.G. 2020 CALENDAR YEAR TAXPAYERS)**

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Date ▶ December 14, 2020

Print your name ▶ **TRACY L. WHITMORE** Title ▶ **VP TAX & CORPORATE AFFAIRS**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054