Form 45-106F1 Report of Exempt Distribution

ITEM 1 – REPORT TYPE

New report

Amended report

If amended, provide filing date of report that is being amended. 2023 08 16 (YYYY-MM-DD)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106 (in Québec, Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement Fund Continuous Disclosure).

Investment fund issuer

✓ Issuer (other than an investment fund)

Underwriter

ITEM 3 - ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name	Legible Inc. / Legible Inc.	
Previous full legal name	LEGIBLE INC.	
If the issuer's name changed in	the last 12 months, provide most recent	previous legal name.
Website	www.legible.com	(if applicable)
If the issuer has a legal entity identifier, p	rovide below. Refer to Part B of the Insti	ructions for the definition of "legal entity identifier".
Legal entity identifier]
If two or more issuers distributed a single above.	e security, provide the full legal name(s)	of the co-issuer(s) other than the issuer named
Full legal name(s) of co-issuer(s)		(if applicable)

ITEM 4 – UNDERWRITER INFORMATION If an underwriter is completing the report, provide the underwriter's full legal name, firm NRD number, and SEDAR+ profile number. Full legal name Firm NRD number SEDAR+ profile number

ITEM 5 – ISSUER INFORMATION

TTEM 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 511130
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.
Exploration Development Production Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.
 Mortgages Real estate Commercial/business debt Consumer debt Private companies Cryptoassets
b) Number of employees
Number of employees: 🗹 0 - 49 🗌 50 - 99 🗌 100 - 499 🗌 500 or more
c) SEDAR+ profile number
Provide the issuer's SEDAR+ profile number
000005138

ITEM 6 – INVESTMENT I	UND ISSUER INF	ORMATION		
If the issuer is an investment f	und, provide the followi	ng information.		
a) Investment fund ma	anager information			
Full legal name]
Firm NRD number		(if applicable)	
SEDAR+ profile number				
b) Type of investment	fund			
Type of investment fund that mos	st accurately identifies the	e issuer (select only one).		
🗌 Money market	Equity	Fixed income	Balanced	
Alternative strategies	Cryptoasset	Other (describe)		

Indicate whether one or k	ooth of the following apply to the investm	nent fund.		
🗌 Invest primarily in o	ther investment fund issuers			
Is a UCITs Fund ¹				
	e Investment of Transferable Securities funds (UC			
that allow collective investmen	nt schemes to operate throughout the EU on a pa	issport basis on authoriza	tion from one men	nber state.
c) Net asset valu	ue (NAV) of the investment fund			
Select the NAV range of th	he investment fund as of the date of the ı	most recent NAV calcu	lation (Canadia	an \$).
Under \$5M	□ \$5M to under \$25M	🗌 \$25M to unde		Date of NAV calculation:
S100M to under \$50	00M 🗌 \$500M to under \$1B	s1B or over		YYYY MM DD
	ATION ABOUT THE DISTRIB	UTION		
	de of Canada completes a distribution in			
	asers resident in that jurisdiction of Can fees, in connection with the distribution, v			
	<i>the information provided in Schedule</i>			e ngormation provided m
a) Currency				
Select the currency or cui dollars.	rrencies in which the distribution was mo	ade. All dollar amount	s provided in th	ie report must be in Canadian
🖌 Canadian dollar	🗌 US dollar 🗌 Euro Other (describe)		
b) Distribution (Jatas			
b) Distribution o	lates			
	rt and end dates. If the report is being fil			
	ooth the start and end dates. If the report l dates for the distribution period covered		irities distribue	d on a continuous basis,
			2023	07 31
Start date		End date	2023 YYYY	
	YYYY MM DD		YYYY	MM DD
c) Detailed purc	haser information			
Complete Schedule 1 of	f this form for each purchaser and att	ach the schedule to	the completed	report.
d) Types of secu	urities distributed			
	ormation for all distributions reported or ode. If providing the CUSIP number, indic			
distributed.	,, C	, ,		
				Canadian \$
Security CUSIP		Number of	Single or	Highest
code number (if applicable)	Description of security	securities	lowest price	price Total amount
UBS	Units of 1 common share @ 0.09	11,083,511.0000	0.090	0 0.0900 997,515.9900
		-		

and 1 warrant exercisable @ 0.12 for 1 year from purchase date 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. **Exercise price** Convertible / Underlying Expiry date (YYYY-MM-Describe other terms (if (Canadian \$) exchangeable **Conversion ratio** security code applicable) DD) security code Lowest Highest If the volume weighted tradi ng average price of the com mon shares on the CSE is at least \$0.25 / share for a peri od of 5 consecutive trading days, the expiry date of the warrants may be accelerate CMS 0.1200 0.1200 WNT 2024-07-31 1:1 d by the Company to a date that is not less than 21 days

> after the date that notice of such acceleration is provide d to the warrant holders by way of a general press relea

se.

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 purchasers ^{2a}	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	8	240,456.0600
British Columbia	NI 45-106 2.3 [Accredited investor]	18	168,399.9900
Ontario	NI 45-106 2.3 [Accredited investor]	3	543,559.9500
United Kingdom	NI 45-106 2.3 [Accredited investor]	2	18,099.9900
Germany	NI 45-106 2.3 [Accredited investor]	1	27,000.0000
	Total dolla	ar amount of securities distributed	\$997,515.9900
	Total number of unique purchasers ^{2b}	32	

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

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

g) Net proceeds to the investment fund by jurisdiction

*If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.*³*If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.*

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

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

Provide information for ea whom the issuer directly p copies of this page if mo	provides, or will	provide, any co	ompensatio	n in connection with			
Indicate whether any com □ No ☑ Yes				Г	ribution. 4		
				· L			
a) Name of pers	on compensa	ated and reg	istration	status			
Indicate whether the perso	on compensated	d is a registrant	•				
🗌 No 🗹 Yes							
If the person compensate		al, provide the r	name of the	e individual. I		1	
Full legal name of in	dividual						
<i>If the person compensated</i>	d is not an indiv	Family name ridual, provide t		First given nam og information.	1e	Secondary giv	/en names
Full legal name of r	on-individual	Canaccord Ge	enuity Corp	o./Corporation Cana	ccord Gen	uity	
Firm	NRD number	900		(if app	licable)		
Indicate whether the perso	on compensated	d facilitated the	distributio	n through a funding	portal or a	n internet-based (portal
🗹 No 🗌 Yes							
b) Business cont	act informat	ion					
lf a firm NRD number is n	ot provided in It	tem 8(a), provia	le the busir	ness contact informati	ion of the _F	person being com	pensated.
Street address							
Municipality				Province/State			
Country			Р	ostal code/Zip code			
Email address				Telephone number			
c) Delationship t		waster out fu					
c) Relationship to	o issuer of in	ivestment iu	nu mana	ger			
Indicate the person's relat 'connected' in Part B(2) of respecting Prospectus Exe	the Instructions	and the mean	ing of 'cont	rol' in section 1.4 of N		•	
Connected with the	issuer or inves	tment fund ma	anager				
🗌 Insider of the issuer	(other than an	investment fu	ind)				
Director or officer of	f the investmer	nt fund or inve	stment fur	nd manager			
Employee of the issu	uer or investme	ent fund mana	ger				
✓ None of the above							
d) Compensation	n details						

Cash commissions paid	17800		
Value of all securities distributed as compensation ⁴			
Security codes	Security code 1	Security code 2	Security code 3
,	WNT		
Describe terms of warrants, options or other rights	Finder's Warrants	s - Same as Above	
Other compensation ⁵			
Describe	197,778 Finder's	Warrants	
			-
Total compensation paid	17800		
Check box if the person will or may receive any def	erred compensati	on (describe the te	erms below)
⁴ Provide the aggregate value of all securities distributed as compensatives of the issuer. Indicate the security codes for all securities distacquire additional securities of the issuer.		-	
⁵ Do not include deferred compensation.			

Provide information for each pers whom the issuer directly provides, copies of this page if more than	or will provide, any co	ompensatic	on in connection with t			
Indicate whether any compensation	on was paid, or will be If yes, indicate numb		Г	ribution. 4		
a) Name of person con	ו זpensated and re	gistration	status			
Indicate whether the person comp	ensated is a registran	t.				
No ✓ Yes	C C					
If the person compensated is an in	ndividual, provide the	name of th	e individual.			
Full legal name of individua	I					
If the person compensated is not	Family name an individual, provide a		First given nam ag information.	ie	Secondary giv	ven names
Full legal name of non-indi	vidual RAYMOND JA	MES LTD.				
Firm NRD nu	ımber 8240		(if app	licable)		_
Indicate whether the person comp	vensated facilitated the	e distributio	n through a funding p	portal or a	n internet-based (portal
✓ No □ Yes						
b) Business contact inf	ormation					
If a firm NRD number is not provi	ded in Item 8(a), provid	de the busii	ness contact informati	ion of the p	person being com	pensated.
Street address						
Municipality			Province/State			
Country] F	ostal code/Zip code			
Email address			Telephone number			
c) Relationship to issue	er or investment fu	ind mana	ger			
			~			
Indicate the person's relationship 'connected' in Part B(2) of the Inst respecting Prospectus Exemptions	ructions and the mean	ing of 'cont	rol' in section 1.4 of N		•	
Connected with the issuer c	r investment fund m	anager				
☐ Insider of the issuer (other t	han an investment fu	und)				
Director or officer of the inv	estment fund or inve	stment fur	nd manager			
Employee of the issuer or in	vestment fund mana	iger				
✓ None of the above						
d) Compensation detai	ls					

Cash commissions paid	5000			
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1 WNT	Security code 2	Security code 3	
Describe terms of warrants, options or other rights	Finder's Warrants	s - Same as Above	·	
Other compensation ⁵				
Describe	55,556 Finder's W	arrants		
Total compensation paid	5000			
Check box if the person will or may receive any def	erred compensation	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensative securities of the issuer. Indicate the security codes for all securities dist acquire additional securities of the issuer.		-		
⁵ Do not include deferred compensation.				

Provide information for each whom the issuer directly prov copies of this page if more	vides, or will provide, any c	ompensation	in connection with th			
Indicate whether any comper	nsation was paid, or will be If yes, indicate num					
a) Name of person	compensated and reg	gistration s	tatus			
Indicate whether the person of						
✓ No □ Yes						
If the person compensated is	an individual, provide the	name of the i	individual.			
Full legal name of indiv	ridual					
If the person compensated is	Family nam not an individual, provide		First given name information.	2	Secondary giv	en names
Full legal name of non	-individual RAYMOND JA	MES LTD.]
Firm NR	RD number 8240		(if appl	icable)		-
Indicate whether the person o	compensated facilitated th	e distribution			n internet-based r	oortal
✓ No □ Yes	,					
	t :- f					
b) Business contact	l mormation					
If a firm NRD number is not p	provided in Item 8(a), provi	de the busine.	ss contact informatio	on of the p	erson being com	pensated.
Street address						
Municipality]	Province/State			
Country		Pos	stal code/Zip code			
Email address		_] т	elephone number			
		J	L]
c) Relationship to is	ssuer or investment fu	und manag	er			
Indicate the person's relation 'connected' in Part B(2) of the respecting Prospectus Exemp	e Instructions and the mear	ning of 'contro	ol' in section 1.4 of NI		•	
Connected with the issu	uer or investment fund m	anager				
	her than an investment f					
	e investment fund or inve		l manager			
■ Employee of the issuer ■ None of the above	or investment fund mana	ager				
d) Compensation d	letails					

Cash commissions paid	2160		
Value of all securities distributed as compensation ⁴			
Security codes	Security code 1	Security code 2	Security code 3
, ,	WNT		
Describe terms of warrants, options or other rights	Finder's Warrants	s - Same as Above	
Other compensation ⁵			
Describe	24,000 Finder's W	arrants	
	F		7
Total compensation paid	2160		
Check box if the person will or may receive any def	erred compensatio	on (describe the te	erms below)
⁴ Provide the aggregate value of all securities distributed as compensati securities of the issuer. Indicate the security codes for all securities dist acquire additional securities of the issuer.		-	
⁵ Do not include deferred compensation.			

Provide information for each whom the issuer directly prov copies of this page if more	ides, or will provide, any c	ompensation	in connection with th			
Indicate whether any comper	nsation was paid, or will be If yes, indicate num					
a) Name of person	compensated and re	gistration st	tatus			
Indicate whether the person of	•					
✓ No □ Yes						
If the person compensated is	an individual, provide the	name of the i	ndividual.			
Full legal name of indiv	idual					
If the person compensated is	Family nam not an individual, provide		First given name information.	2	Secondary giv	en names
Full legal name of non	-individual RAYMOND JA	MES LTD.]
Firm NR	D number 8240		(if appl	icable)		-
Indicate whether the person o	compensated facilitated th	e distribution			n internet-based r	oortal
✓ No □ Yes	,					
	• : f + :					
b) Business contact	liniormation					
If a firm NRD number is not p	provided in Item 8(a), provi	de the busines	ss contact informatio	on of the p	erson being com	pensated.
Street address						
Municipality]	Province/State			
Country		Pos	stal code/Zip code			
Email address		_] т.	elephone number			
		J	L]
c) Relationship to is	ssuer or investment fu	und manage	er			
Indicate the person's relation 'connected' in Part B(2) of the respecting Prospectus Exemp	Instructions and the mean	ning of 'contro	ol' in section 1.4 of NI		•	
Connected with the issu	uer or investment fund m	anager				
	her than an investment f					
	e investment fund or inve		manager			
■ Employee of the issuer ■ None of the above	or investment fund mana	ager				
d) Compensation d	letails					

Cash commissions paid	40000			
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1	Security code 2	Security code 3]
	WNT			
Describe terms of warrants, options or other rights	Finder's Warrants	s - Same as Above]
Other compensation ⁵				
Describe	444,444 Finder's	Warrants	7	
			_	
Total compensation paid	40000			
Check box if the person will or may receive any def	erred compensatio	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer.	•	-	•	
⁵ Do not include deferred compensation.				
ITEM 9 – DIRECTORS, EXECUTIVE OFFICE	RS AND PRON	IOTERS OF T	HE ISSUER	
If the issuer is an investment fund, do not complete It	em 9. Proceed to It	tem 10.		

Indicate whether the issuer is any of the following (select the one that applies – if more than one applies, select only one).

\checkmark	Reporting	issuer i	n a ju	irisdiction	of	Canada
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Foreign public issuer

Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶

Provide name of reporting issuer

Wholly owned subsidiary of a foreign public issuer ⁶

Provide name of foreign public issuer

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 complete Item 9(a) - (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 box and complete Item 9(a) – (c).

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. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Organization or company name	Family name	First given	Secondary given names	Business location of non-individual or residential jurisdiction of individual	Relatio (select		
		name		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	Family	First given	,,,	Residential jurisdiction of individual	Relationship to one or both i	-
company name	name	name	names	Province or country	D	0

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 exempt 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 lssuer/ investment fund	Legible Inc.					
manager/agent						
Full legal name	DUDA	Ed				
	Family name	First give	en name		Second	ary given names
Title	CFO					
Telephone number	+1 ((60) 4) -808-4031	Email address	ed@legible.c	om		
Signature	Signed "Ed Duda"	Date	2023	08	14	
			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	BONNEVILLE	Bry	ce	
	Family name	First giver	n name	Secondary given names
Title	Legal Counsel			
Name of company	Bryce Bonneville			
Telephone number	+1 ((48) 0) -406-0146	Email a	ddress b	oryce@cccounsel.ca

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.

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 Schedule 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.