Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9067268

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 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.											
Investment fund issuer											
✓ Issuer (other thar											
			,								
ITEM 3 - ISSUER NAME											
Provide the following informat							nd, abou	t the fund.			
	egal name	Glenbri	ar Teo	chnolog	ies Ir	1C.					
Previous full le	egal name										
If the issuer's name ch	anged in the	e last 12 ma	onths, pi	rovide me	ost rece	ent previ	ious legal	l name.			
	Website	www.gl	enbria	r.com				(if applicable	e)		
If the issuer has a legal entity i	dentifier <u>,</u> pro	ovide below	. Refer t	to Part B	of the	Instructio	ons for th	ne definition o	of "legal entity	∕ identifier″.	
Legal entity	identifier										
If two or more issuers distribut	ed a single s	ecurity, pro	vide the	e full lega	ıl name	e(s) of th	e co-issu	er(s) other the	an the issuer i	named above	<u>).</u>
Full legal name(s) of co	o-issuer(s)							(if applicable	e)		
ITEM 4 - UNDERWRITE	R INFORM	1ATION									
If an underwriter is completing	the report, p	provide the	underw	riter's fu	ll legal	name a	nd firm N	NRD number.			_
Full legal name											
Firm NRD number							(if app	licable)			
If the underwriter does not hav	ve a firm NRI	D number,	provide	the head	office	contact	informati	ion of the und	derwriter.		
Street address]
Municipality							Provi	nce/State]
Country						Pos	tal 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 5 6 1 4 9 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 🗌 50 - 99 🗌 100 - 499 🗌 500 or more
c) SEDAR profile number
Does the issuer have a SEDAR profile?
No Ves If yes, provide SEDAR profile number 0 0 0 6 1 6 3
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
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.
All AB BC MB NB NL NT
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

ib close is an investment fund, provide the following information: iiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii
Full legal name
Firm 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 Country Postal code/Zjp code Telephone number Website (if applicable) D Type of investment fund Type of investment fund fund that most accurately identifies the issuer (select only one). Money market Country Postal code/Zjp code Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Country Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers 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 fund Date of formation and financial year-end of the investment fund YYYY MM DD MM DD
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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
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 \$).
\$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 in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.										
✓ Canadiar	n dollar		US dollar	Euro	Other (descr	ibe)				
b) Distribu	tion date(5)								
State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start date 2020 03 20 End date 2020 03 20										
			YYYY	MM DD		YYYY	M	M DD		
c) Detaile	d purchase	er info	rmation							
Complete S	hedule 1	of thi	s form for eac	h purchaser and	attach the schedu	le to the cor	nplete	d report.		
d) Types (of securitie	s disti	ributed							
	-				er security basis. Refer CUSIP number assigne				ow to indicate the	
								Canadian \$		
	JSIP number f applicable)		Description	of security	Number of securities	Single lowes price	t	Highest price	Total amount	
U B S	377904			prised of one nd one warrant	23,308,000.	00 0.0	0 0.0250 582,700.00			
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.										
lf any rights (e were distribute	.g. warrants	, optior	ns) were distribut	ed, provide the exerc	ise price and expiry do				xchangeable securities	
If any rights (e	.g. warrants	, optior the con	ns) were distribut oversion ratio and Exerci (Cana	ed, provide the exerc d describe any other se price Idian \$)	ise price and expiry do			curity.	xchangeable securities tems (if applicable)	
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^{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.

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)

тем 8 - Со	MPENSATIC	ON INFORMATION	
•		person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation Iditional copies of this page if more than one person was, or will be, compensated.	ion in connection with
Indicate whet	her any comper	nsation was paid, or will be paid, in connection with the distribution.	
🗌 No	✓ Yes	If yes, indicate number of persons compensated.	

a) Name of person compens	ated and registi	ration status									
Indicate whether the person comper	nsated is a registro	int.	<u> </u>	0	\checkmark	Yes					
If the person compensated is an ind	ividual, provide th	e name of the ind	dividual.								
Full legal name of individua	al										
Family name First given name Secondary given names											
If the person compensated is not an	If the person compensated is not an individual, provide the following information.										
Full legal name of r	Full legal name of non-individual Canaccord Genuity Corp.										
Firm	Firm NRD number 9 0 0 (if applicable)										
Indicate whether the person compe	nsated facilitated t	he distribution th	nrough a fu	nding porta	ıl or an i	nternet-	-based p	ortal.	✓ N	0	Yes
b) Business contact informat	ion										
If a firm NRD number is not provide	ed in Item 8 (a), pro	ovide the busines	s contact ir	formation	of the pe	erson be	ing com	pensated.			
Street address											
Municipality					Pro	ovince/	State				
Country				Po	ostal co	de/Zip	code				
Email address					Teleph	ione nu	ımber				
c) Relationship to issuer or ir	nvestment fund	manager									
Indicate the person's relationship wi the Instructions and the meaning of								ning of "con	nected" in	Part B('2) of
Connect with the issuer o				·	-	•		er than an ir	vestmen	t fund)	
Director or officer of the ir	vestment fund or	investment fund	l manager		Employe	e of the	issuer o	or investmer	it fund ma	inager	
\checkmark None of the above			0		, ,					0	
d) Compensation details											
Provide details of all compensation p Canadian dollars. Include cash comr incidental to the distribution, such as allocation arrangements with the di	nissions, securities s clerical, printing,	-based compense legal or account	ation, gifts, ing services	discounts o . An issuer i	or other o is not rea	compens quired t	sation. D o ask for	o not report	payment	s for ser	vices
Cash commissions paid					S	ecurity c	ode 1	Security cod	e 2 Sec	urity coc	le 3
Value of all securities distributed as compensation ⁴			Security	codes	W	V N	Т				
Describe terms	s of warrants, opti	ons or other righ	1 ,					at \$0.05 i March 20,		t year	
Other compensation ⁵		Descril	be								
Total compensation paid											
Check box if the person	will or may receiv	ve any deferred	compensat	ion (descrit	be the te	erms be	low)				
⁴ Provide the aggregate value of all additional securities of the issuer. I rights exercisable to acquire additi ⁵ Do not include deferred compensation ⁵ Do not include deferred compensation	Indicate the secur onal securities of	ity codes for all s	sation, <u>excl</u> securities d	u <u>ding</u> option istributed a	ns, warn s compe	ants or ensation	other rig n, <u>includ</u>	nhts exercisa ing options,	able to acc warrants	quire or other	

a) Name of person compensated and re	jistration status									
Indicate whether the person compensated is a reg	istrant.	No 🗸] Yes							
If the person compensated is an individual, provia	e the name of the individ	ual.								
Full legal name of individual										
	Family name	First given	name	Secondary 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 numbe	r 3 0 7	0	(if ap	plicable)						
Indicate whether the person compensated facilitat	ed the distribution throug	gh a funding portal or a	ın internet-based	portal. 🖌 No 🗌 Yes						
b) Business contact information										
If a firm NRD number is not provided in Item 8 (a	, provide the business cor	ntact information of the	e person being co	mpensated.						
Street address										
Municipality			Province/State							
Country		Postal	code/Zip code							
Email address		Tele	phone number							
c) Relationship to issuer or investment fu	nd manager									
Indicate the person's relationship with the issuer of the Instructions and the meaning of "control" in s										
Connect with the issuer or investment f		· · · _ ·	-	ther than an investment fund)						
Director or officer of the investment fun	d or investment fund mai		wee of the issue	r or investment fund manager						
				i in most none fund manager						
d) Compensation details		ind in (town 0(n) in norm		istrikution Doorido ell sussente in						
Provide details of all compensation paid, or to be p Canadian dollars. Include cash commissions, secur	ities-based compensation	n, gifts, discounts or othe	er compensation.	Do not report payments for services						
incidental to the distribution, such as clerical, print allocation arrangements with the directors, officer.				for details about, or report on, internal						
Cash commissions paid		International compensation	-							
Value of all securities			Security code 1	Security code 2 Security code 3						
distributed as compensation ⁴	S	ecurity codes								
Describe terms of warrants,		104,000 finder's wa and \$0.075 in the se		ble at \$0.05 in the first year il March 20, 2022						
Other compensation ⁵	Describe									
Total compensation paid										
Check box if the person will or may re	ceive any deferred com	pensation (describe the	e terms below)							
⁴ Provide the aggregate value of all securities dis	tributed as compensation	n, excludina options w	arrants or other i	rights exercisable to acquire						
additional securities of the issuer. Indicate the se rights exercisable to acquire additional securities	curity codes for all secu									
⁵ Do not include deferred compensation.										

ITEM 9 - DIRECTORS, EXECU	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER						
If the issuer is an investment fund	l, 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	e applies, select onl	y one).					
✓ Reporting issuer in any jurisdiction of Canada										
Foreign public issuer										
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶										
Provide nan	ne of reporting issue	ər								
Wholly owned subsidiary of	a foreign public iss	uer ⁶						_		
Provide name of	foreign public issue	er]		
Issuer distributing only eligi	ble foreign securitie	s and the distributio	n is to permitted clie	ents only ⁷						
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (d	c). Proceed to Item	10.						
securities that are required by law to respectively. ⁷ Check this box if it applies to the cu clients. Refer to the definitions of "e	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,									
a) Directors, executive officer	s and promoters	of the issuer								
Provide the following information for territory; otherwise state the country.						tate the	province	or		
Organization or company name	Family name	First given name	Secondary given names	non-individ resident jurisdictio	Business location of non-individual or residentail		elationship to issuer elect all that apply)			
				Province or	country	D	0	Р		
b) Promoter information										
If the promoter listed above is not an within Canada, state the province or										
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual			to promo oth if appl			
				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	Glenbriar Technologies Inc.							
Full legal name	Taylor Doug							
	Family name	First given name	·	Seconda	ary given na	ames		
Title	President							
Telephone number	7787241301	Email address	doug@sł	naw.ca				
Signature	"Doug Taylor"	Date	2020	03	20			
			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				Title	
	Family name	First given name	Secondary given names		
Name of company					
Telephone number		Er	nail address		

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.