Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE					
✓ New report					
Amended report If amen	ided, provide filing date	of report that is being am	ended (YYYY-MM-DD)		
ITEM 2 - PARTY CERTIFYING THE	REPORT				
Indicate the party certifying the report (sele National Instrument 81-106 Investment Fui					
☐ Investment fund issuer					
✓ Issuer (other than an inves	stment fund)				
Underwriter					
ITEM 3 - ISSUER NAME AND OTH	HER IDENTIFIERS				
Provide the following information about the	e issuer, or if the issuer is an in	vestment fund, about the fund.			
Full legal name	Brisio Innovations Inc.				
Previous full legal name					
If the issuer's name changed in	the last 12 months, provide mo	ost recent previous legal name.			
Website	www.brisio.com		(if applicable)		
If the issuer has a legal entity identifier, pro	vide below. Refer to Part B of t	he Instructions for the definition	of "legal entity identifier".		
Legal entity identifier	Legal entity identifier				
ITEM 4 - UNDERWRITER INFORM	ATION				
If an underwriter is completing the report, p	rovide the underwriter's full leg	gal name and firm National Reg	istration Database (NRD) number.		
Full legal name					
Firm NRD number		(if applicable)			
If the underwriter does not have a firm NRE	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 corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool . NAICS industry code 5 4 1 5 1 1
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 □ Commerial/business debt □ Consumer debt □ Private companies
b) Number of employees
Number of employees:
c) SEDAR profile number
Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 0 0 0 9 4 8 9 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 MM DD
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
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 names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange name(s):
h) Size of issuer's assets
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full 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	T FUND ISSUER INFORMATION
If the issuer is an invest	ment fund, provide the following information.
a) Investment fund ma	anager information
Full legal name	
Firm NRD number	(if applicable)
If the investment fund ma	nager does not have a firm NRD number, provide the head office contact information of the investment fund manager.
Street address	
Municipality	Province/State Province/State
Country	Postal code/Zip code
Telephone number	Website (if applicable)
b) Type of investment	fund
Type of investment fund tha	t most accurately identifies the issuer (select only one) .
☐ Money market	☐ Equity ☐ Fixed income
☐ Balanced	Alternative strategies Other (describe)
Indicate whether one or boti	h of the following apply to the investment fund .
☐ Invests primarily in	other investment fund issuers
☐ Is a UCITs Fund¹	
	ve Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) re investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
c) Date of formation a	and financial year-end of the investment fund
Date of format	
d) Reporting issuer st	YYYY MM DD MM DD atus of the investment fund
, 1	
	orting issuer in any jurisdication of Canada? No Yes of Canada in which the investment fund is a reporting issuer.
All	AB BC MB NB NL NT
□ NS □	NU ON PE QC SK TT
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
	olicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for for and received a listing, which excludes, for example, automated trading systems.
Exchange nam	es
f) Net asset value (NA	AV) of the investment fund
Select the NAV range of the	investment fund as of the date of the most recent NAV calculation (Canadian \$). \$5M to under \$25M \$25M to under \$100M
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD

Item 7 - Informatio	N ABOUT THE DISTRIBUTION				
purchasers resident in that ju	f Canada completes a distribution in a jurisdict risdiction of Canada only. Do not include in It . The information provided in Item 7 must recc	em 7 securities issued as	payment of co	mmissions or find	der's fees, which
a) Currency					
Select the currency or current	cies in which the distribution was made. All do	llar amounts provided in	the report mus	st be in Canadian	dollars.
Canadian dollar	US dollar Euro	Other (describe)			
b) Distribution date(s)					
as both the start and end do distribution period covered	and end dates. If the report is being filed for securities display the report. Start date 2018 05 15 YYYY MM DD		s basis, include	•	
c) Detailed purchaser	information				
Complete Schedule 1 of	this form for each purchaser and attac	ch the schedule to th	ne completed	report.	
d) Types of securities	distributed				
Instructions for how to indi	mation for all distributions that take place in a cate the security code. If providing the CUSIP I n included in item 7d must reconcile to item 7	number, indicate the full	9-digit CUSIP r	number assigned	to the security being
Security CUSIP numbe code (if applicable)		Number of securities	Single or lowest	Highest price	Total amount

e) Details of rights and convertible/exchangeable securities

Common Shares

C|M|S

64111T

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.

6,140,727.00

0.3500

0.3500

2,149,709.00

	curit ode		derlyi	ing code	Exercise price (Canadian \$)		Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
					Lowest	Highest			

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 purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	1	10,150.00
British Columbia	NI 45-106 2.3 [Accredited investor]	37	708,059.00
Ontario	NI 45-106 2.3 [Accredited investor]	6	119,000.00
Alberta	NI 45-106 2.3 [Accredited investor]	9	303,800.00
Québec	NI 45-106 2.3 [Accredited investor]	7	265,750.00
Saskatchewan	NI 45-106 2.3 [Accredited investor]	2	21,000.00
Manitoba	NI 45-106 2.3 [Accredited investor]	1	7,000.00
United States	NI 45-106 2.3 [Accredited investor]	6	228,200.00
New Zealand	NI 45-106 2.3 [Accredited investor]	1	10,500.00
Switzerland	NI 45-106 2.3 [Accredited investor]	2	21,000.00

Australia	NI 45-106 2.3 [Accredited investor]	2	40,250.00
Saudi Arabia	NI 45-106 2.3 [Accredited investor]	1	5,250.00
South Africa	NI 45-106 2.3 [Accredited investor]	1	3,500.00
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	8,750.00
Paraguay	NI 45-106 2.3 [Accredited investor]	1	30,000.00
Liechtenstein	NI 45-106 2.3 [Accredited investor]	1	350,000.00
Germany NI 45-106 2.3 [Accredited investor]		1	17,500.00
	Total dollar amount of sec	urities distributed	2,149,709.00

²In 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. 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)

TEM 8 - COMPENSATION INFORMATION	
with the distribution. Complete additional copies of this page	whom the issuer directly provides, or will provide, any compensation in connection if more than one person was, or will be, compensated.
Indicate whether any compensation was paid, or will be paid, in co	
☐ No ☑ Yes If yes, indicate number o	persons compensated. 3
a) Name of person compensated and registration statu	S
Indicate whether the person compensated is a registrant.	☐ No ☑ Yes
If the person compensated is an individual, provide the name of	he individual.
Full legal name of individual	
Family name	First given name Secondary given names
If the person compensated is not an individual, provide the follo	-
Full legal name of non-individual Canaccord	Genuity Corp.
Firm NRD number 9 0	0 (if applicable)
Indicate whether the person compensated facilitated the distrib	ution through a funding portal or an internet-based portal. No
b) Business contact information	
If a firm NRD number is not provided in Item 8 (a), provide the b	usiness contact information of the person being compensated.
Street address 2200 - 609 Granville Street	
Municipality	Province/State British Columbia
Country Canada	Postal code/Zip code V7Y1H2
Email address	Telephone number 6046437300
c) Relationship to issuer or investment fund manager	
Indicate the person's relationship with the issuer or investment full B(2) of the Instructions and the meaning of "control" in section 1	nd manager (select all that apply). Refer to the meaning of "connected" in Part 4 of NI 45-106 for the purposes of completing this section.
Connect with the issuer or investment fund manager	Insider of the issuer (other than an investment fund)
Director or officer of the investment fund or investment f	und manager Employee of the issuer or investment fund manager
✓ None of the above	_
d) Compensation details	
Provide details of all compensation paid, or to be paid, to the per- Canadian dollars. Include cash commissions, securities-based con- services incidental to the distribution, such as clerical, printing, le on, internal allocation arrangements with the directors, officers of	son identified in Item 8(a) in connection with the distribution. Provide all amount apensation, gifts, discounts or other compensation. Do not report payments for gal or accounting services. An issuer is not required to ask for details about, or re employees of a non-individual compensated by the issuer.
Cash commissions paid 92,172.00	Security codes Security code 1 Security code 2 Security cod
Value of all securities distributed as compensation ⁴	
Describe terms of warrants, options or other	rights
Other compensation ⁵ Dec	scribe
Total compensation paid 92,172.00	
	ed compensation (describe the terms below)
Total compensation paid 92,172.00	ed compensation (describe the terms below)
Total compensation paid 92,172.00 Check box if the person will or may receive any defendance of the aggregate value of all securities distributed as contained.	ed compensation (describe the terms below) npensation, excluding options, warrants or other rights exercisable to acquire or all securities distributed as compensation, including options, warrants or other

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 individual	
Family name First given name Secondary of	given names
If the person compensated is not an individual, provide the following information.	
Full legal name of non-individual Haywood Securities Inc.	
Firm NRD number 1 6 3 0 (if applicable	<u> </u>
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based port	rtal. 🔽 No 🗌 Yes
b) Business contact information	
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compen	nsated.
Street address 700-200 Burrard Street	
Municipality Vancouver Province/State Brit	tish Columbia
Country Canada Postal code/Zip code V60	C 3L6
Email address Telephone number	
c) Relationship to issuer or investment fund manager	
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning 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 or investment fund manager. Insider of the issuer (other than	ion.
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager	estment fund manager
✓ None of the above	
d) Compensation details	
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to as on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.	not report payments for isk for details about, or report
Cash commissions paid 7,105.00 Security codes Security code 1 Security code 1	urity code 2 Security code 3
Value of all securities distributed as compensation ⁴	
Describe terms of warrants, options or other rights	
Other compensation ⁵ Describe	
Total compensation paid 7,105.00	
Check box if the person will or may receive any deferred compensation (describe the terms below)	
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.	

a) Name of person compensated and registration status
Indicate whether the person compensated is a registrant. No Ves
If the person compensated is an individual, provide the name of the individual.
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 raymond james
Firm NRD number 7 1 1 0 (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No 🗸 Yes
b) Business contact information
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.
Street address 2600 - 100 rue de la Gauchetiere Ouest
Municipality Montreal Province/State Québec
Country Canada Postal code/Zip code
Email address Telephone number
c) Relationship to issuer or investment fund 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 or investment fund manager Insider of the issuer (other than an investment fund)
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager
✓ None of the above
d) Compensation details
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in
Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report
on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.
Cash commissions paid Security codes Security code 1 Security code 2 Security code 3
Value of all securities C M S
distributed as compensation ⁴ 5,250.00
Describe terms of warrants, options or other rights
Other compensation ⁵ Describe
Total compensation paid
Check box if the person will or may receive any deferred compensation (describe the terms below)
⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire
additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.
⁵ Do not include deferred compensation.

ГЕМ	9 - DIRECTORS, EXECUTIV	VE OFFICERS A	AND PROMO	TERS OF THE IS	SSUER					
If t	he issuer is an investment fund, o	do not complete I	tem 9. Procced t	o Item 10.						
Indicate whether the issuer is any of the following (select all that apply).										
Reporting issuer in any jurisdiction of Canada										
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 for									
Issuer distributing eligible foreign securities only to permitted clients ⁷										
If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. 6An 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.										
a)	Directors, executive officers a		-							
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 name	First given Secondary given		Business location of non-individual or residentail jurisdiction of individual		Relationship to issuer (select all that apply)		
					Province o	r 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			ationship to promoter one or both if applicable)			
					Province or country	D		C)	
c)	Residential address of each in	ndividual								

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 or director 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 not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details 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.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Andreola Pa					
	Family name First given name		-	Secondary given names		
Title	Title President					
Name of issuer/underwriter/ investment fund manager						
Telephone number	6046440072	Email address	paul@brisio.com			
Signature	"Paul Andreola	Date	2018	05	28	
		_	YYYY	MM	DD	

ITEM 11- CONTACT PERSON

LINI III COMMINEN	LINSOIT								
				e securities regulatory authonal certifying the report in Ite		ntor may contact with any			
Same as individual certifying the report									
Full legal name	Hethey	Charles			Title	Lawyer			
	Family name	First given nan	те	Secondary given names					
Name of company	Northwest Law Group								
Telephone number	6046875792		Er	mail address christine@	@stockslaw	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.