Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE		
New report	ovide filing date of report that is	being amended (YYYY-MM-DD)
ITEM 2 - PARTY CERTIFYING THE REPOR	RT	
Indicate the party certifying the report (select only on National Instrument 81-106 Investment Fund Continu		
Investment fund issuer		
 ✓ Issuer (other than an investment for 	und)	
ITEM 3 - ISSUER NAME AND OTHER IDE		
Provide the following information about the issuer, or Full legal name Brisio	n if the issuer is an investment fund, abou	Jt the fund.
Previous full legal name		
If the issuer's name changed in the last 12	2 months, provide most recent previous le	
Website		(if applicable)
If the issuer has a legal entity identifier, provide below Legal entity identifier	w. Refer to Part B of the Instructions for the second second second second second second second second second s	he definition of "legal entity identifier".
ITEM 4 - UNDERWRITER INFORMATION		
If an underwriter is completing the report, provide the	e underwriter's full legal name and firm I	National Registration Database (NRD) number.
Full legal name		
Firm NRD number	(if app	plicable)
If the underwriter does not have a firm NRD number,	provide the nead office contact informat	
Street address		
Municipality	Provi	ince/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. Image: Im
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 Yes If yes, provide SEDAR profile number 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
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.
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
S100M to under \$500M S500M to under \$1B \$1B or over

ITEM 6 - INVESTMENT	Fund Issuer Information
If the issuer is an investi	ment fund, provide the following information.
a) Investment fund ma	inager information
Full legal name	
Firm NRD number	(if applicable)
If the investment fund man	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.
Street address	
Municipality	Province/State
Country	Postal code/Zip code
Telephone number	Website (if applicable)
b) Type of investment	fund
Type of investment fund that	most accurately identifies the issuer (select only one) .
Money market	Equity Fixed income
Balanced	Alternative strategies Other (describe)
Indicate whether one or both	of the following apply to the investment fund .
Invests primarily in	other investment fund issuers
Is a UCITs Fund ¹	
¹ Undertaking for the Collectiv directives that allow collective	re Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) e investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
	nd financial year-end of the investment fund
Date of formati	
	YYYY MM DD MM DD
d) Reporting issuer sta	atus of the investment fund
	orting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes
If yes, select the jurisdictions of All	of Canada in which the investment fund is a reporting issuer. AB BC MB NL NT
e) Public listing status	NU ON PE QC SK YT of the investment fund
	CUSIP number, provide below (first 6 digits only)
.,	CUSIP number
If the investment fund is pub	licly 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 name	
f) Net asset value (NA	V) of the investment fund
-	nvestment fund as of the date of the most recent NAV calculation (Canadian \$).
\$0 to under \$5M	S5M to under \$25M \$25M to under \$100M
\$100M to under \$500	
	YYYY MM DD

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									em 7 securitie ncile with th						der's fees, which e report.	
a)	Currend			- 1-	<u> </u>						- F -					
elec	ct the curre	ency or curre	ncies	s in whic	h the dist	ribution w	as made	. All dol	llar amounts	provided i	n the r	eport mu	st be in	Canadia	n dollars.	
\checkmark	Canadi	an dollar	I	🗌 US	dollar] Euro		Other	(describe)					
c)	Distribu	tion date(s	5)													
							-				-			-	e the distribution	n date
		art and end o eriod covered				eing filea j	or secur	ities als	tributea on c	i continuol	is basis	s, incluae	the stai	t ana en	d dates for the	
			Star	rt date	2018	07	09			End date	9 20	018	07	09]	
				•	YYYY	MM	DD				YY	YY	MM	DD		
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1)	-	of securities	-	-								·	,			
Prc						utions that	take pla	ace in a	jurisdiction	of Canada	on a p	er securit	y basis.	Refer to	Part A of the	
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;)	Details	of rights ar	nd c	onverti	ble/exch	angeable	securi	ties								
	any rights (e.g. warrants	s, op	tions) w	ere distrib	uted, provi	ide the e	xercise		-		-	-	/ertible/e	exchangeable se	curiti
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	Security code	Underlyin security co			(Canad				ry date - MM-DD)	Convers ratio		Desc	rihe othe	r itoms (if	applicable)	
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United Kingdom	NI 45-106 2.3 [Accredited investor]	2	65,100.00
Switzerland	NI 45-106 2.3 [Accredited investor]	3	87,500.00
France	NI 45-106 2.3 [Accredited investor]	1	30,100.00
Saudi Arabia	NI 45-106 2.3 [Accredited investor]	1	5,250.00
	Total dollar amount of sec	urities distributed	1,893,610.00
	Total number of unique purchasers ²	66	
² In calculating the total number	r of unique purchasers to which the issuer distributed securitie	s, count each purch	aser only once, reaardless of whether

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.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)

ITEM 8 - COMPENSATION INFORMATION	
Provide information for each person (as defined in NI 45-106) to with the distribution. Complete additional copies of this pag	o whom the issuer directly provides, or will provide, any compensation in connection ge if more than one person was, or will be, compensated.
Indicate whether any compensation was paid, or will be paid, in a	connection with the distribution.
□ No ✓ Yes If yes, indicate number of	of persons compensated. 3
a) Name of person compensated and registration state	tus
Indicate whether the person compensated is a registrant.	No Ves
If the person compensated is an individual, provide the name of	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 fol	llowing information.
Full legal name of non-individual Canaccord	d Genuity Corp.
Firm NRD number 9 0	
Indicate whether the person compensated facilitated the distri	
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	
Municipality	Province/State
Country	Postal code/Zip code
Email address	Telephone number
c) Relationship to issuer or investment fund manager	
	fund manager (select all that apply). Refer to the meaning of "connected" in Part
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	t fund manager Employee of the issuer or investment fund manager
None of the above	
d) Compensation details	
Canadian dollars. Include cash commissions, securities-based co services incidental to the distribution, such as clerical, printing, l on, internal allocation arrangements with the directors, officers o	erson identified in Item 8(a) in connection with the distribution. Provide all amounts in ompensation, gifts, discounts or other compensation. Do not report payments for legal or accounting services. An issuer is not required to ask for details about, or report or employees of a non-individual compensated by the issuer.
Cash commissions paid	Security code 1 Security code 2 Security code 3
Value of all securities distributed as compensation ⁴	C M S
Describe terms of warrants, options or othe	er rights 215,075 Common Shares valued at \$0.35 per share representing 7% commission
Other compensation ⁵	Describe
Total compensation paid	
Check box if the person will or may receive any defe	erred compensation (describe the terms below)
⁴ Provide the aggregate value of all securities distributed as co	ompensation, excluding options, warrants or other rights exercisable to acquire
	for all securities distributed as compensation, <u>including</u> options, warrants or other

⁵Do not include deferred compensation.

a) Name of person compensated	and registration statu	JS											
Indicate whether the person compens	ated is a registrant.		No No		\checkmark	Yes							
If the person compensated is an individu	ial, provide the name of	f the indi	ividual.										
Full legal name of individual													
	Family name		F	irst giver	n name		Se	condary	v given r	names			
If the person compensated is not an inc	dividual, provide the foll	lowing ir	nformatior	1.									
Full legal name of non-in	dividual Raymond	James I	Ltd.										
Firm NRD	number 7 1	1	0				(if ap	plicabl	e)				
Indicate whether the person compensa	ted facilitated the distril	bution th	nrough a f	unding p	portal o	r an int	ernet-ba	ised po	rtal.	\checkmark	No	🗌 Ye	s
b) Business contact information													
If a firm NRD number is not provided in	Item 8 (a), provide the	business	contact ir	nformati	on of th	ne perso	on being	compe	ensated.				
Street address]
Municipality]		F	Provinc	e/State	;]
Country]	P	ostal	code/Z	ip code	,					1
Email address			-		Telep	hone	number						1
c) Relationship to issuer or invest	ment fund manager	<u> </u>											_
Indicate the person's relationship with th	-									onnec	ted" ir	Part	
B(2) of the Instructions and the meaning		1.4 of NI	45-106 fc		-	-	-						
Connect with the issuer or inves	tment fund manager				Insider	of the	issuer (c	other th	an an i	investi	ment f	und)	
Director or officer of the investm	ent fund or investment	fund ma	anager		Employ	yee of t	he issue	er or inv	/estme	nt fund	d man	ager	
✓ None of the above													
d) Compensation details													
Provide details of all compensation paid, Canadian dollars. Include cash commissi services incidental to the distribution, suc on, internal allocation arrangements wit	ons, securities-based co ch as clerical, printing, le	mpensai egal or a	tion, gifts, accounting	discoun services	ts or ot 5. An iss	her con suer is r	npensatio not requi	on. Do red to d	not rep ask for	ort pa	yment	rs for	
Cash commissions paid		ç	Security c	odes	Г	Securit	y code 1	Sec	urity co	de 2	Secu	rity code 3	1
Value of all securities distributed as				ouoo			v s						1
compensation ⁴					_								-
Describe terms of wa	arrants, options or othe	r rights	2450 co	ommon	share	es issu	ed at \$0	0.35 p	er sha	ire]
Other compensation ⁵	De	escribe]
Total compensation paid													
Check box if the person will o	r may receive any defe	rred con	npensatio	n (descr	ibe the	terms	below)						
													1
⁴ Provide the aggregate value of all sec	urities distributed as co	mpensa	ntion, exclu	uding or	otions.	warrant	s or othe	er right	s exerc	cisable	e to ac	quire	-
additional securities of the issuer. Indic rights exercisable to acquire additional	ate the security codes	for all se											

⁵Do not include deferred compensation.

a) Name of person comp	ensated and regis	tration stat	tus									
Indicate whether the person	n compensated is a re	gistrant.		No No		\checkmark	Yes					
If the person compensated is	an individual, provide	the name o	of the indi	vidual.								
Full legal name of indiv	idual											
	Fam	ily name		Fi	irst given	n name		Seco	ndary giver	n names		
If the person compensated is	s not an individual, pr	ovide the fo	llowing ir	formation								
Full legal name	of non-individual	Echelon P	artners									
Fi	irm NRD number	3 2	4	2	0			(if appli	cable)			
Indicate whether the person	compensated facilitat	ed the distri	ibution th	nrough a fu	ınding p	portal o	or an interi	net-base	d portal.	\checkmark] No	🗌 Yes
b) Business contact infor	mation											
If a firm NRD number is not p	provided in Item 8 (a),	provide the	business	contact in	formatio	on of th	he person	being co	mpensate	ed.		
Street address												
Municipality						F	Province/	/State				
Country				1	Р	ostal	code/Zip	code				
Email address			1	1		Telep	phone nu	ımber				
c) Relationship to issuer	or investment func	manager	_									
Indicate the person's relations				naaer (sele	ect all th	nat app	lv). Refer t	to the m	eanina of	"conne	ted" i	n Part
B(2) of the Instructions and th												
Connect with the issu	er or investment fund	l manager				Insider	of the iss	suer (oth	er than ar	n invest	ment	und)
Director or officer of the	he investment fund o	r investmen	t fund ma	anager		Employ	yee of the	issuer o	or investm	nent fun	d mar	ager
None of the above												
d) Compensation details												
Provide details of all compens Canadian dollars. Include cash												
services incidental to the distri	ibution, such as clerico	al, printing,	legal or a	ccounting	services	s. An iss	suer is not	t required	d to ask fo			
on, internal allocation arrange	ements with the direct	ors, officers	or emplo	yees of a r	non-indi	ividual	compensa	ated by t	he issuer.			
Cash commissions pa	id 3,06	2.50	S	Security co	odes		Security c	ode 1	Security of	code 2	Secu	rity code 3
Value of all securitie distributed a						Γ						
compensatio						L	I		I			
Describe to	erms of warrants, opt	ions or othe	er rights									
Other compensation	n⁵	D	escribe									
Total compensation pa	id 3,06	2.50										
Check box if the pe	rson will or may rece	ive any defe	erred com	npensatior	n (descr	ibe the	terms be	low)				
⁴ Provide the aggregate value	e of all securities disti	ributed as c	ompensa	tion, exclu	iding op	otions,	warrants o	or other l	rights exe	ercisable	e to ac	quire
additional securities of the is rights exercisable to acquire				curities di	stribute	d as co	ompensati	ion, <u>inclu</u>	<u>ıding</u> opti	ions, wa	orrants	or other

rights exercisable to acquire additional se ⁵Do not include deferred compensation.

Item 9	- DIRECTORS, EXECUTIV	/E OFFICERS A	ND PROMO	TERS OF THE I	SSUER				
If the	issuer is an investment fund, a	lo not complete Ite	em 9. Procced to	o Item 10.					
Indicat	te whether the issuer is any of the	e following (select a	ll that apply).						
\checkmark	Reporting issuer in any jurisdic	tion of Canada							
	Foreign public issuer								
	Wholly owned subsidiary of a r	eporting issuer in a	iny jurisdiction of	f Canada ⁶					
	Provide name o	of reporting issuer							
	Wholly owned subsidiary of a fe	oreign public issuer	r ⁶						
	Provide name of for	eign public issuer							
	Issuer distributing eligible foreig	on securities only to	permitted clien	ts ⁷					
If the	issuer is at least one of the ab	ove, do not compl	ete Item 9(a) –	(c). Proceed to Ite	m 10.				
securitie ⁷ Check	uer is a wholly owned subsidiary ies that are required by law to be this box if it applies to the curre Refer to the definitions of "eligib If the issuer is none of the abo	e owned by its direc nt distribution even ole foreign security'	ctors, are benefic if the issuer ma and "permitted	cially owned by the de previous distrib client" in Part B(1)	reporting issuer utions of other ty	or the foreig pes of secu	n publ	ic issue	er, respectively.
a) D	Virectors, executive officers a	nd promoters of	the issuer						
	de the following information for ory; otherwise state the country. I						da, sta	te the p	province or
ο	rganization or company name	Family name	First given name	Secondary give names	Business lo non-indivio residen jurisdicti indivio	dual or ntail ion of		ationsh issuer ect all apply)	that
					Province o	r country	D	0	Р
b) P	romoter information		·						
	promoter listed above is not an n Canada, state the province or t		-				-		
0	rganization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual	Relatio (select one			
					Province or country	D		C)
c) R	esidential address of each ir	ndividual							
Compl	lete Schedule 2 of this form pro	oviding the full res	sidential addre	ss for each individ	lual listed in Ite	m 9(a) and	(b) an	d atta	h 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	Paul	
	Family name	First given name	Secondary given names
Title	President		
Name of issuer/underwriter/ investment fund manager	Brisio Innovations Inc.		
Telephone number	6046440072	Email address paul@bi	risio.com
Signature	"Paul Andreola"	Date 2018	07 18
		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.

Full legal name	Hethey	Charles		Title Laywer
·	Family name	First given name	Secondary given names	
lame of company	Northwest Law Group			
elephone number	6046875792		Email 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:

- has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information a) 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
- has authorized the indirect collection of the information by the securities regulatory authority or regulator. b)