Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

ITEM 1 – REPORT TYPE
✓ New report
Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)
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.
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
ParcelPal Logistics Inc.
Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.
Website (if applicable)
www.parcelpal.com
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".
Legal entity identifier
529900MFZ90V4TGERJ90
Did two or more co-issuers distribute a single security? VNo Yes
If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.
Full legal name(s) of co-issuer(s)

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm NRD number. Full legal name						
No Yes	Does the Underwriter's Firm have an NRD Number? Firm NRD number No Yes					
If the underwriter does not have a firm NR	D number, provide the head	office contact information of the unde	erwriter.			
Street address	Municipality	Province/State	Postal/ZIP code			
Country	Telephone number	Website (if applicable)				

ITEM 5 – ISSUER INFORMATION						
a) Primary industry						
Provide the issuer's North American Indus corresponds to the issuer's primary busine		NCS) code (6 digits only) that in	n your reasonable judgment most closely			
NAICS industry code						
492210						
If the issuer is in the mining industry , ind the mining industry. Select the category th Exploration Development Produc	at best describes the issuer's		that provide services to issuers operating in			
Is the issuer's primary business to invest a		ets in any of the following? If year of the following? If year debt Private companies				
b) Number of employees						
0 - 49 50 - 99 100 - 499 500	or more					
c) SEDAR profile number						
Does the issuer have a <u>SEDAR</u> profile ? No ☑ Yes	If yes, provide SEDAR profile 00009865	screenshot of th	EDAR profile is a "private" profile, please provide a e issuer's profile by e-mail to ings@osc.gov.on.ca			
d) Head office address		If the issuer does not	have a SEDAR profile, complete Item 5(d) – (h).			
Street address	Municipality	Province/State	Postal/ZIP code			
Country	Telephone number					
e) Date of formation and financial yea	r-end					
Date of formation	Financial year-end					
f) Reporting issuer status						
Is the issuer a reporting issuer in any juriso	liction of Canada?					
If yes, select the jurisdictions of Canada in	which the issuer is a reporting	g issuer.				
NS NU ON PE	QC SK YT					
g) Public listing status						
Does the issuer have a CUSIP number?	CUSIP number (provide first	t 6 aigits only)				
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:	onto Stock Exchange	TSX Venture Exchange	Canadian Securities Exchange			
Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext						
London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange						
Shenzhen Stock Exchange	Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER					
If other, describe:						
h) Size of issuer's assets						
financial statements for its first financial ye	-	-	Canadian \$). If the issuer has not prepared annual end date.			
	DM to under \$1B	\$1B or over				

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			Total dol	lar amount of secu	rities distributed	406,058.9000	
^{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 of	n multiple exemptior	ns for, that purchase			

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

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.

✓ Not Applicable

	Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.			Y N		

· · · ·	son (as defined in NI 45-106) to whor Complete additional copies of thi		or will provide, any compensation in rson was, or will be, compensated.		
Indicate whether any compensat	tion was paid, or will be paid, in conn	nection with the distribution.			
PERSON 1					
a) Name of person compensa	ated and registration status				
Indicate whether the person com	npensated is a registrant.				
If the person compensated is an	individual, provide the full legal nam	ne of the individual.			
Family name	First given name	Secondary given n	ames		
If the person compensated is no	t an individual, provide the following	information.			
Full legal name of non-individual			number <i>(if applicable)</i>		
Raymond James Etd.		8240			
-	npensated facilitated the distribution		internet-based portal.		
Indicate whether the person com			internet-based portal.		
Indicate whether the person com ✓ No Yes b) Business contact informati		through a funding portal or an			
Indicate whether the person com ✓ No Yes b) Business contact informati	ion	through a funding portal or an			
Indicate whether the person com ✓ No Yes b) Business contact informati If a firm NRD number is not prov	i on vided in Item 8(a), provide the busine	through a funding portal or an ess contact information of the	person being compensated.		
Indicate whether the person com ✓ No Yes b) Business contact informati If a firm NRD number is not prov	i on vided in Item 8(a), provide the busine	through a funding portal or an ess contact information of the	person being compensated.		
Indicate whether the person corr ✓ No Yes b) Business contact informati If a firm NRD number is not prov Street address	ion vided in Item 8(a), provide the busine Municipality	through a funding portal or an ess contact information of the Province/State	person being compensated.	_	
Indicate whether the person corr ✓ No Yes b) Business contact informati If a firm NRD number is not prov Street address	ion vided in Item 8(a), provide the busine Municipality Telephone number	through a funding portal or an ess contact information of the Province/State	person being compensated.		
Indicate whether the person com ✓ No Yes b) Business contact informati If a firm NRD number is not prov Street address Country c) Relationship to issuer or ir Indicate the person's relationship	vided in Item 8(a), provide the busine Municipality Telephone number	through a funding portal or an ess contact information of the Province/State Email address manager (select all that apply)	person being compensated. Postal/ZIP code		
Indicate whether the person com ✓No Yes b) Business contact informati If a firm NRD number is not prov Street address Country c) Relationship to issuer or ir Indicate the person's relationship	ion vided in Item 8(a), provide the busine Municipality Telephone number Nvestment fund manager with the issuer or investment fund in the meaning of "control" in section	through a funding portal or an ess contact information of the Province/State Email address manager (select all that apply) 1.4 of NI 45-106 for the purpos	person being compensated. Postal/ZIP code		
Indicate whether the person com ✓ No Yes b) Business contact informati If a firm NRD number is not prov Street address Country c) Relationship to issuer or ir Indicate the person's relationship Part B(2) of the Instructions and	ion vided in Item 8(a), provide the busine Municipality Telephone number Telephone number westment fund manager with the issuer or investment fund in the meaning of "control" in section of investment fund manager	through a funding portal or an ess contact information of the Province/State Email address manager (select all that apply) 1.4 of NI 45-106 for the purpos	person being compensated. Postal/ZIP code		
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about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

\checkmark	Cash commissions paid	9,853.2000						
\checkmark	Value of all securities	0.0000	Security code1	WNT	Security code2		Security code3	
	distributed as compensation ⁴	, ,	[options or other right			abora at a
			·		period of two years		acquire one common ate of issuance.	i share at a
	Other compensation ⁵		Describe					
		r						
	Total compensation Paid	9,853.2000						
	\square 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.

	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF TH	HE ISSUER				
	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 in any jurisdiction of Canada						
U Wholly ow	 Foreign public issuer Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶ Provide name of reporting issuer 						
	ned subsidiary of a foreign public issuer ⁶ ame of foreign public issuer						
	ributing only eligible foreign securities and the	distribution is to parmitted alignts a	nly ⁷				
If the issu ⁶ An issue securities ⁷ Check th	The second seco	plete Item 9(a) – (c). Proceed to I suer or a foreign public issuer if all o ectors, are beneficially owned by the ren if the issuer made previous distr	tem 10. of the issuer's outstanding voting se e reporting issuer or the foreign pub ibutions of other types of securities	lic issuer, respectively.			
└─ If the iss	uer is none of the above, check this box an	d complete Item 9(a) – (c).					
a) Directors	executive officers and promoters of the is	suer					
	llowing information for each director, executive wise state the country. For "Relationship to iss			he province or			
Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)			
Y N				D O P			
			L				
b) Promoter	information			·			
	r listed above is not an individual, provide the t a, state the province or territory, otherwise state						
Organization or company name Family name First given name Secondary given name Residential jurisdiction of individual Relationship to promoter (select one or both if applicable)							
c) Resident	al address of each individual						
Complete <u>Sc</u> attach to the	Complete <u>Schedule 2</u> 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, 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/agent	ParcelPal Logistics Inc.			
Full legal name - Family name	First given n	ame	Secondary given names	
Wheeless	Rich			
Title		Telephone number	Email address	
CEO		16143957778	rich@parcelpal.com	
Signature Rich Wheeless		Date 2023-03-22		

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 - Family name	First given name	Secondary given names		Title
Brown	Andrew			President
Name of company		Telephone number	Email	address
Ardent Corporate Services Inc.		2365159220	andre	wb@ardentcorporateservices.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 regulatory authority or regulator.

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.

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Submission ID	Date