# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8776075

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 TH	e Report						
Indicate the party certifying the report (se Instrument 81-106 Investment Fund Cont		_	vestment fund, refer to secti	on 1.1 of National			
☐ Investment fund issuer	indous Disclosure and the comp	union policy to 141 01 100.					
✓ Issuer (other than an inve	stment fund)						
Underwriter	,						
ITEM 3 - ISSUER NAME AND O	THER IDENTIFIERS						
Provide the following information about t		vestment fund, about the fund.					
Full legal name							
Previous full legal name	1						
If the issuer's name changed in th	le last 12 months, provide most	recent previous legal name.					
Website	www.innovativepropert	ies.com (if applicab	ıle)				
If the issuer has a legal entity identifier. p	rovide below. Refer to Part B of t	the Instructions for the definition	of "legal entity identifier".				
Legal entity identifier							
If two or more issuers distributed a single	security, provide the full legal no	ame(s) of the co-issuer(s) other to	han the issuer named above				
Full legal name(s) of co-issuer(s)		(if applicab	le)				
ITEM A LINDEDWOITED INCOM	MATION						
ITEM 4 - UNDERWRITER INFOR		15. MDD					
If an underwriter is completing the report, Full legal name	provide the underwriter's full le	даі пате апа тігт ічкі) питбеі	<u>.                                      </u>	]			
Firm NRD number							
If the underwriter does not have a firm NI	20 number provide the head of		adanwritar				
Street address	number, provide the nedd off	ice contact information of the u	iderwriter.				
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 in your reasonable judgment most closely corresponds to the issuer's primary business activity.					
NAICS industry code 5 3 1 3 1 0					
If the issuer is in the <b>mining industry</b> , 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					
c) SEDAR profile number					
Does the issuer have a SEDAR profile?					
No  ✓ Yes If yes, provide SEDAR profile number 0 0 0 1 8 7 8 6					
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					
f) Reporting issuer status					
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.  All AB BC MB NB NB 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
\$100M to under \$500M	☐ \$500M to under \$1B	\$1B or over

ITEM 6 - INVESTMENT	TEM 6 - INVESTMENT FUND ISSUER INFORMATION				
If the issuer is an inves	tment fund, provide the following information.				
a) Investment fund ma	anager information				
Full legal name					
Firm NRD number	(if applicable)				
If the investment fund mand	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 tha	it most accurately identifies the issuer (select only one) .				
Money market	☐ Equity ☐ Fixed income ☐ Balanced				
Alternative strate	gies Cryptoasset Other (describe)				
Indicate whether one or bot	h of the following apply to the investment fund .				
Invests primarily in	n other investment fund issuers				
☐ Is a UCITs Fund¹					
	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union of ollective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.				
c) Date of formation a	nd financial year-end of the investment fund				
Date of forma	tion Financial year-end MM DD				
d) Reporting issuer st	atus of the investment fund				
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes				
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.				
AII	AB BC MB NB NL NT				
☐ NS ☐	NU ON PE QC SK T				
e) Public listing status of the investment fund					
If the investment fund has a CUSIP number, provide below (first 6 digits only)					
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 \$500	DM S500M to under \$1B S1B or over Date of NAV calculation:				
	YYYY MM DD				

## **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.

<u> </u>				
Select the currency or cur	rencies in which the dist	tribution was made. A	All dollar amounts provided in ti	he report must be in Canadian dollars.
✓ Canadian dollar	US dollar	Euro	Other (describe)	

#### b) Distribution date(s)

Currency

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	2019	03	26	End date	2019	03	26
	YYYY	MM	DD		YYYY	MM	DD

#### c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

#### d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

							Canadian \$	
5	Secu		CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
U	J E	3 3		Debenture Units ("DU"). Each DU consists of \$1,000 principal amount of 8% convertible unsecured debenture and 1,111 warrants. The debentures are convertible into shares at \$0.90 per share, subject to acceleration.		1,000.0000		35,088,000.00

## 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.

Convertible / exchangeable security code	Underlying security code		se price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
		Lowest	Highest			
WNT	C M S	1.1000		2022-03-26		

## f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique <sup>28</sup> purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	25	3,544,000.00
Alberta	NI 45-106 2.3 [Accredited investor]	67	4,988,000.00
Saskatchewan	NI 45-106 2.3 [Accredited investor]	2	150,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	101	14,513,000.00
Ontario	NI 45-106 2.5 [Family, friends and business associates]	3	126,000.00

Québec	NI 45-106 2.3 [Accredited investor]	30	1,475,000.00
Australia	NI 45-106 2.3 [Accredited investor]	1	30,000.00
Bahamas	NI 45-106 2.3 [Accredited investor]	1	9,000,000.00
Cayman Islands	NI 45-106 2.3 [Accredited investor]	2	775,000.00
Guernsey	NI 45-106 2.3 [Accredited investor]	1	50,000.00
India	NI 45-106 2.3 [Accredited investor]	1	40,000.00
Ireland	NI 45-106 2.3 [Accredited investor]	1	75,000.00
Israel	NI 45-106 2.3 [Accredited investor]	1	35,000.00
Paraguay	NI 45-106 2.3 [Accredited investor]	1	250,000.00
Saudi Arabia	NI 45-106 2.3 [Accredited investor]	1	5,000.00
United States	NI 45-106 2.3 [Accredited investor]	2	32,000.00
	35,088,000.00		

<sup>&</sup>lt;sup>2a</sup> In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one 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	

<sup>&</sup>lt;sup>3</sup>"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)

<sup>&</sup>lt;sup>2b</sup> 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.

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution.  Complete additional copies of this page if more than one person was, or will be, compensated.  Indicate whether any compensation was paid, or will be paid, in connection with the distribution.  No V Yes If yes, indicate number of persons compensated.	ITEM 8 - COMPENSATION INFORMATION										
No ✓ Yes If yes, indicate number of persons compensated.	Indicate whether any compensation was paid, or will be paid, in connection with the distribution.										
	No ✓ Yes If yes, indicate number of persons compensated. 10										

a) Name of person compe	ensated and regis	stration sta	itus						
Indicate whether the person com	npensated is a regist	rant.		☐ No		$\checkmark$	Yes		
If the person compensated is an	individual, provide	the name of	the individ	dual.					
Full legal name of indivi	dual								
		Family name		<u> </u>	First	given na	ame	•	Secondary given names
If the person compensated is not	·	•							
Full legal name	of non-individual	Canacco	rd Genuit	y Corp.					
Fi	m NRD number	9	0 0					(if app	licable)
Indicate whether the person com	npensated facilitated	the distribu	ution throu	ıgh a fundi	ng porta	ıl or an	interne	t-based µ	portal.    No Yes
b) Business contact inform	mation								
If a firm NRD number is not pro	vided in Item 8 (a), p	provide the l	business co	ntact infor	mation (	of the p	person b	eing con	npensated.
Street address									
Municipality						Р	rovince	e/State	
Country					Po	ostal c	ode/Zi <sub>l</sub>	p code	
Email address						Telep	hone n	umber	
c) Relationship to issuer of	or investment fun	d managei	r						
Indicate the person's relationship the Instructions and the meaning									aning of "connected" in Part B(2) of
Connect with the issue				or the purp			-		ner than an investment fund)
Director or officer of th				nager				•	or investment fund manager
None of the above	o invocament rana v		in rana me	inagor	ш-	pioy	00 01 111	0 100001	or investment runa manager
d) Compensation details	on naid or to be na	d to the ne	waan idanti	find in Itan	0(a) in		ation wi	th the die	ituibution Duovido all amounts in
	ommissions, securiti h as clerical, printin	es-based co g, legal or a	mpensatio ccounting	n, gifts, dis services. A	counts o n issuer i	r other is not r	comper equired	nsation. I to ask fo	Do not report payments for services or details about, or report on, internal
Cash commissions pai			, o <sub>f</sub> a						
Value of all securities distributed as compensation			5	Security co	des		Security W N		Security code 2 Security code 3
•	rms of warrants, or	ntions or oth	ar riahts	Broker \	Varrant	te to a	cauire	850 327	7 units at a price of \$0.90 per
Describe to	inis of warrants, of	, , , , , , , , , , , , , , , , , , ,	ici riginis	unit. Each wa	ch unit o irrant e	consis ntitles	sts of o the ho	ne com	mon share and one warrant. purchase one common share time prior to March 26, 2022.
Other compensation	5	I	Describe						
Total compensation pai	d 477,40	09.00							
Check box if the per	son will or may rec	eive any de	ferred com	npensation	(describ	oe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value o additional securities of the issu- rights exercisable to acquire and <sup>5</sup> Do not include deferred compe	er. Indicate the seco Iditional securities o	urity codes i	for all secu						

a) Name of person compe	ensated and regis	stration s	tatus						
Indicate whether the person com	npensated is a regist	rant.		☐ No		$\checkmark$	Yes		
If the person compensated is an	individual, provide i	the name	of the indiv	idual.					
Full legal name of indivi	dual								
		Family nam	ne		Firs	t given n	ame		Secondary given names
If the person compensated is not	-		-						
Full legal name of	of non-individual	Eventus	s Capital C	Corp.					
Fir	m NRD number	5	2 5	2	0			(if appli	icable)
Indicate whether the person com	npensated facilitated	the distri	bution thro	ugh a fund	ing port	al or an	interne	t-based p	ortal. ✓ No ☐ Yes
b) Business contact inforr	mation								
If a firm NRD number is not prov	vided in Item 8 (a), p	provide the	e business c	ontact info	rmation	of the p	person b	eing com	pensated.
Street address									
Municipality						Р	rovince	e/State	
Country				ĺ	Р	ostal c	ode/Zip	o code	
Email address				1		Telep	hone n	umber	
c) Relationship to issuer of	or investment fund	d manag	er						
									ning of "connected" in Part B(2) of
the Instructions and the meaning				for the pur		•	-		
Connect with the issue	er or investment fun	d manage	er		Ш	Insider	of the is	suer (oth	er than an investment fund)
Director or officer of th	e investment fund o	or investm	ent fund m	anager		Employ	ee of the	e issuer o	or investment fund manager
✓ None of the above									
d) Compensation details									
	ommissions, securiti h as clerical, printin	es-based o g, legal or	compensation accounting	on, gifts, dis services. A	counts n issuer	or other is not r	r compei required	nsation. D to ask for	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pai	d 477,4	09.00					Security	code 1	Security code 2 Security code 3
Value of all securities distributed as compensation				Security co	odes		W N		
Describe te	erms of warrants, op	otions or o	other rights	unit. Ea Each wa	ch unit arrant (	consis	sts of o	ne comn older to p	units at a price of \$0.90 per non share and one warrant. ourchase one common share time prior to March 26, 2022.
Other compensation	5		Describe						
Total compensation pai	d 477,40	09.00							
Check box if the per	son will or may rece	eive any d	leferred cor	mpensation	(descr	ibe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issue rights exercisable to acquire ad <sup>5</sup> Do not include deferred compe	er. Indicate the secu Iditional securities o	urity codes	s for all sec						

a) Name of person comp	ensated and regis	stration s	tatus						
Indicate whether the person con	npensated is a regist	rant.		☐ No		$\checkmark$	Yes		
If the person compensated is an	individual, provide	the name (	of the indiv	vidual.					
Full legal name of indivi	idual								
		Family nam	ne		First	t given n	ame		Secondary given names
If the person compensated is no	•	-							
Full legal name	of non-individual	Desjard	ins Secui	rities Inc.					
Fi	rm NRD number	1	0 3	0				(if appl	icable)
Indicate whether the person con	npensated facilitated	the distri	bution thro	ough a fund	ing port	al or an	interne	t-based p	oortal.  Ves
b) Business contact infor	mation								
If a firm NRD number is not pro	vided in Item 8 (a), ¡	provide the	e business (	contact info	rmation	of the p	oerson b	eing com	pensated.
Street address									
Municipality						Р	rovince	e/State	
Country				Ī	Р	ostal c	ode/Zip	o code	
Email address						Telep	hone n	umber	
c) Relationship to issuer	or investment fun	d manag	er						
Indicate the person's relationship the Instructions and the meanin Connect with the issue	g of "control" in sect	tion 1.4 of d manage	<i>NI 45-106</i> er	for the pur	ooses of	comple Insider	ting this	s section. suer (oth	ning of "connected" in Part B(2) of the state of the stat
None of the above	ie investment rana v	or investin	ioni rana n	idilagei	ш	Linploy	00 01 111	o loodor (	or investment rand manager
d) Compensation details									
Provide details of all compensati Canadian dollars. Include cash ca	ommissions, securiti h as clerical, printin	es-based c g, legal or	compensati accounting	ion, gifts, di: g services. A	scounts In issuer	or other is not r	comper equired	nsation. E to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pa	id 44,6	93.00					Security	code 1	Security code 2 Security code 3
Value of all securitie distributed as compensation				Security co	odes		W N	Т	
Describe to	erms of warrants, op	otions or o	ther rights	unit. Ea Each w	ch unit arrant (	consis	sts of o	ne comr older to p	units at a price of \$0.90 per mon share and one warrant. ourchase one common share time prior to March 26, 2022.
Other compensation	n <sup>5</sup>		Describe						
Total compensation pa	id 44,69	93.00							
Check box if the per	rson will or may reco	eive any d	leferred co	mpensation	n (descr	ibe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire according to not include deferred compe	er. Indicate the secu Iditional securities o	ırity codes	s for all sed						

a) Name of person comp	ensated and regis	stration s	tatus						
Indicate whether the person con	npensated is a regist	rant.		☐ No		$\checkmark$	Yes		
If the person compensated is an	individual, provide	the name	of the indivi	dual.					
Full legal name of indiv	idual								
		Family nan	ne		First	t given n	ame		Secondary given names
If the person compensated is no	•		-	mation.					
Full legal name	of non-individual	Zelos C	apital Ltd.						
Fi	irm NRD number	5	6 5	8	0			(if appli	icable)
Indicate whether the person con	mpensated facilitated	the distri	ibution throu	ıgh a fundi	ng port	al or an	interne	t-based p	ortal. ✓ No ☐ Yes
b) Business contact infor	mation								
If a firm NRD number is not pro	ovided in Item 8 (a), <sub>I</sub>	provide th	e business co	ontact infor	mation	of the p	person b	eing com	pensated.
Street address									
Municipality						Р	rovince	e/State	
Country					Р	ostal c	ode/Zip	o code	
Email address						Telep	hone n	umber	
c) Relationship to issuer	or investment fun	d manag	er	1					
Indicate the person's relationshithe Instructions and the meaning  Connect with the issue	ng of "control" in sec	tion 1.4 of	<sup>F</sup> NI 45-106 f		oses of	comple	ting this	section.	ning of "connected" in Part B(2) of er than an investment fund)
Director or officer of the	he investment fund (	or investm	ent fund ma	anager	$\overline{}$	Employ	ee of the	a issuar c	or investment fund manager
None of the above	in investment fund (	or investin	icht fana me	anager	Ш	ширюу	CC OI till	C 1330C1 C	or investment fund manager
d) Compensation details	ion naid or to be na	d to the	narsan idanti	find in Itan	2 0/a) ir		ction wit	th the dist	tribution Provide all amounts in
	ommissions, securiti ch as clerical, printin	es-based o g, legal or	compensatio accounting	n, gifts, dis services. A	counts n issuer	or other is not r	comper equired	nsation. D to ask for	ribution. Provide all amounts in the provide all amounts in the provides of the provides of the provide all amounts in the provid
Cash commissions pa	iid						Security	code 1	Security code 2 Security code 3
Value of all securitie distributed as compensation	-		Ş	Security co	des		W N		South South 2 Cooking South S
Describe to	erms of warrants, op	otions or o	other rights	unit. Each wa	ch unit arrant (	consis	sts of o	ne comn older to p	units at a price of \$0.90 per non share and one warrant. ourchase one common share time prior to March 26, 2022.
Other compensation	n <sup>5</sup>		Describe						
Total compensation pa	id								
Check box if the pe	rson will or may rec	eive any o	deferred con	npensation	(descr	ibe the	terms be	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire ac <sup>5</sup> Do not include deferred compa	ier. Indicate the secu Idditional securities o	urity code	s for all secu						

a) Name of person comp	ensated and regis	stration status									
Indicate whether the person compensated is a registrant.    No   Yes											
If the person compensated is ar	individual, provide	the name of the indi	vidual.								
Full legal name of indiv	ridual										
		Family name		First given r	name	Secondary given names					
If the person compensated is no	•	_									
Full legal name	of non-individual	First Republic Ca	apital Corporat	ion							
F	irm NRD number	2 7 2	2 7 0		(if ap	plicable)					
Indicate whether the person co	mpensated facilitated	the distribution thr	ough a funding p	ortal or a	n internet-basea	portal.  Ves					
b) Business contact infor	mation										
If a firm NRD number is not pro	ovided in Item 8 (a), <sub>I</sub>	provide the business	contact informat	ion of the	person being co	ompensated.					
Street address											
Municipality				F	Province/State						
Country				Postal o	code/Zip code	,					
Email address				Telep	phone number	r					
c) Relationship to issuer	or investment fun	d manager									
the Instructions and the meaning  Connect with the issue	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						<del>.</del>					
Canadian dollars. Include cash o	commissions, securiti ch as clerical, printin	es-based compensat g, legal or accountin	ion, gifts, discou g services. An iss	nts or othe uer is not	r compensation. required to ask ;	listribution. Provide all amounts in . Do not report payments for services for details about, or report on, internal					
Cash commissions pa	nid				Security code 1	Security code 2 Security code 3					
Value of all securities distributed as compensation	-		Security codes								
•	erms of warrants, op	otions or other rights	unit. Each u Each warra	init consi nt entitles	sts of one con s the holder to	7 units at a price of \$0.90 per mmon share and one warrant. o purchase one common share by time prior to March 26, 2022.					
Other compensatio	n <sup>5</sup>	Describe	•								
Total compensation pa	id										
Check box if the person will or may receive any deferred compensation (describe the terms below)											
<sup>4</sup> Provide the aggregate value of additional securities of the issu- rights exercisable to acquire and <sup>5</sup> Do not include deferred comp	ier. Indicate the sec additional securities o	urity codes for all se				rights exercisable to acquire uding options, warrants or other					

a) Name of person comp	ensated and regis	stration	status							
Indicate whether the person cor	npensated is a regist	rant.			No		<b>√</b>	Yes		
If the person compensated is an	individual, provide	the name	of the in	dividu	al.					
Full legal name of indiv	idual									
		Family na	me			First	given n	ame		Secondary given names
If the person compensated is no	t an individual, prov	ide the fo	ollowing in	nform	ation.					
Full legal name	of non-individual	Leede	Jones G	able	Inc.					
Fi	rm NRD number	5	7	7	0				(if appl	icable)
Indicate whether the person cor	mpensated facilitated	the disti	ribution th	nrougl	h a fundi	ng port	al or an	interne	t-based p	oortal. ✓ No ☐ Yes
b) Business contact infor	mation									
If a firm NRD number is not pro	ovided in Item 8 (a), <sub>I</sub>	orovide tł	ne busines	s con	tact info	mation	of the p	person b	eing com	npensated.
Street address										
Municipality							Р	rovince	e/State	
Country						Р	ostal c	ode/Zip	o code	
Email address							Telep	hone n	umber	
c) Relationship to issuer	or investment fun	d mana	ger							
										ning of "connected" in Part B(2) of
the Instructions and the meaning	-			u6 for	tne purp		-	-		or than an investment fund)
Connect with the issu	er or investment fur	u manag	jei			ш	msider	or the is	suer (our	ner than an investment fund)
Director or officer of the	ne investment fund (	or investr	ment func	l man	ager		Employ	ee of th	e issuer (	or investment fund manager
✓ None of the above										
d) Compensation details										
Canadian dollars. Include cash c	ommissions, securiti ch as clerical, printin	es-based g, legal o	compens r account	ation, ing se	gifts, dis rvices. A	counts ( n issuer	or other is not r	comper equired	nsation. L to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pa										0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
Value of all securitie	es			Se	curity co	des		Security W N		Security code 2 Security code 3
distributed as compensatio				_				·		
Describe to	erms of warrants, op	otions or	other righ	l E	unit. Ea Each wa	ch unit arrant e	consis entitles	sts of o	ne comr older to p	nits at a price of \$0.90 per mon share and one warrant. burchase one common share time prior to March 26, 2022.
Other compensation	n <sup>5</sup>		Descri	be [						
Total compensation pa	id									
Check box if the pe	rson will or may rec	eive any	deferred	comp	ensation	(descr	ibe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issu- rights exercisable to acquire ac <sup>5</sup> Do not include deferred comp	ier. Indicate the secu Idditional securities d	ırity code	es for all s							

a) Name of person comp	ensated and regis	stration s	status						
Indicate whether the person cor	mpensated is a regist	rant.		☐ No		$\checkmark$	Yes		
If the person compensated is an	individual, provide	the name	of the ind	ividual.					
Full legal name of indiv	ridual								
		Family nar	me	<u>'</u>	Firs	t given n	ame		Secondary given names
If the person compensated is no	et an individual, prov	ide the fo	llowing in	formation.					
Full legal name	of non-individual	Mackie	Researc	h Capital (	Corpora	ation			
F	irm NRD number	3	0	7 0				(if appli	cable)
Indicate whether the person cor	mpensated facilitated	the distr	ibution thi	rough a fund	ling port	tal or an	interne	t-based p	ortal. ✓ No ☐ Yes
b) Business contact infor	mation								
If a firm NRD number is not pro	ovided in Item 8 (a), p	orovide th	e business	contact info	rmatior	of the p	person b	eing com	pensated.
Street address									
Municipality						Р	rovince	e/State	
Country					F	Postal c	ode/Zip	o code	
Email address						Telep	hone n	umber	
c) Relationship to issuer	or investment fun	d manag	ger						
									ning of "connected" in Part B(2) of
the Instructions and the meanin	-			6 for the pui		-	-		
Connect with the issu	er or investment fun	d manag	er		Ш	Insider	of the is	suer (oth	er than an investment fund)
Director or officer of the	he investment fund	or investn	nent fund	manager		Employ	ee of the	e issuer o	or investment fund manager
✓ None of the above									
d) Compensation details									
	commissions, securiti ch as clerical, printin	es-based g, legal oi	compensa r accountii	tion, gifts, di ng services. A	scounts An issue	or other r is not r	r compei required	nsation. D to ask for	ribution. Provide all amounts in To not report payments for services Totalis about, or report on, internal
Cash commissions pa					,				Converte and 2 Converte and 2
Value of all securities	-			Security c	odes		Security W N		Security code 2 Security code 3
distributed as compensatio				,					
Describe t	erms of warrants, op	otions or o	other right	unit. Ea	ach uni arrant	t consis entitles	sts of o	ne comn older to p	units at a price of \$0.90 per non share and one warrant. burchase one common share time prior to March 26, 2022.
Other compensation	n <sup>5</sup>		Describ	е					
Total compensation pa	id								
Check box if the pe	rson will or may rec	eive any	deferred c	ompensatio	n (desci	ribe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire as <sup>5</sup> Do not include deferred comp	ier. Indicate the secu dditional securities d	urity code	es for all se						

a) Name of person comp	ensated and regis	stration status									
Indicate whether the person compensated is a registrant.    No   Yes											
If the person compensated is ar	If the person compensated is an individual, provide the name of the individual.										
Full legal name of indiv	ridual										
		Family name	•	First given	name	Secondary given names					
If the person compensated is no	·	_									
Full legal name	of non-individual	GMP Securities	LP								
F	irm NRD number	2 1 9	8	0	(if ap	plicable)					
Indicate whether the person co	mpensated facilitated	the distribution thr	ough a fundir	ng portal or	an internet-based	portal.  Ves					
b) Business contact infor	mation										
If a firm NRD number is not pro	ovided in Item 8 (a), p	provide the business	contact infori	mation of th	e person being co	ompensated.					
Street address											
Municipality					Province/State						
Country			=	Postal	code/Zip code	,					
Email address				Tele	ephone numbe	r					
c) Relationship to issuer	or investment fun	d manager									
the Instructions and the meanin	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 t	he investment fund	or investment fund r	manager	Emple	oyee of the issue	r or investment fund manager					
None of the above											
d) Compensation details											
Canadian dollars. Include cash o	commissions, securiti ch as clerical, printin	es-based compensat g, legal or accountin	tion, gifts, disc ng services. An	ounts or oth	er compensation t required to ask	listribution. Provide all amounts in . Do not report payments for services for details about, or report on, internal					
Cash commissions pa	aid				Security code 1	Security code 2 Security code 3					
Value of all securitie			Security cod	des	WNT						
distributed as compensatio	erms of warrants, op	otions or other rights	unit. Eac Each wa	h unit cons	sists of one cor es the holder to	7 units at a price of \$0.90 per mmon share and one warrant. o purchase one common share by time prior to March 26, 2022.					
Other compensatio	n <sup>5</sup>	Describe	•								
Total compensation pa	nid										
Check box if the pe	rson will or may rec	eive any deferred co	ompensation	(describe th	e terms below)						
<sup>4</sup> Provide the aggregate value of additional securities of the issu- rights exercisable to acquire and <sup>5</sup> Do not include deferred comp	uer. Indicate the sec additional securities o	urity codes for all se				rights exercisable to acquire uding options, warrants or other					

a) Name of person comp	ensated and regis	stration st	atus						
Indicate whether the person cor	mpensated is a regist	rant.		☐ No		$\checkmark$	Yes		
If the person compensated is an	individual, provide	the name o	of the individ	dual.					
Full legal name of indiv	ridual								
		Family nam	е		First	given n	ame		Secondary given names
If the person compensated is no	et an individual, prov	ide the foll	owing inform	mation.					
Full legal name	of non-individual	Echelon	Wealth Pa	artners In	C.				
F	irm NRD number	3	2 4	2	0			(if appli	cable)
Indicate whether the person cor	mpensated facilitated	the distrib	oution throu	gh a fundii	ng port	al or an	interne	t-based p	ortal.
b) Business contact infor	mation								
If a firm NRD number is not pro	ovided in Item 8 (a), <sub>I</sub>	provide the	business co	ntact infor	mation	of the p	person b	eing com	pensated.
Street address									
Municipality						Р	rovince	e/State	
Country					Р	ostal c	ode/Zip	o code	
Email address						Telep	hone n	umber	
c) Relationship to issuer	or investment fun	d manage	er						
									ning of "connected" in Part B(2) of
the Instructions and the meaning	-			or the purp		-	-		
Connect with the issu	er or investment fur	u manage	ſ		ш'	msider	or the is	suer (our	er than an investment fund)
Director or officer of the	he investment fund (	or investm	ent fund ma	nager		Employ	ee of the	e issuer c	or investment fund manager
✓ None of the above									
d) Compensation details									
	commissions, securiti ch as clerical, printin	es-based co g, legal or	ompensation accounting	n, gifts, disc services. Ar	counts o issuer	or other is not r	r compei required	nsation. D to ask for	ribution. Provide all amounts in o not report payments for services details about, or report on, internal
Cash commissions pa					, , , , , , , , , , , , , , , , , , ,				0 " 10 0 " 10
Value of all securitie	es		c	Soorwite	400		Security W N		Security code 2 Security code 3
distributed as compensatio	n <sup>4</sup>		3	Security co	ues				
Describe t	erms of warrants, op	otions or of	ther rights	unit. Eac Each wa	ch unit irrant e	consis entitles	sts of o	ne comn older to p	units at a price of \$0.90 per non share and one warrant. Purchase one common share time prior to March 26, 2022.
Other compensation	n <sup>5</sup>		Describe						
Total compensation pa	id								
Check box if the pe	rson will or may rec	eive any d	eferred com	pensation	(descri	ibe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issu- rights exercisable to acquire and <sup>5</sup> Do not include deferred comp	ier. Indicate the secu dditional securities d	urity codes	for all secu						

a) Name of person comp	pensated and reg	istration status									
Indicate whether the person co	mpensated is a regi	strant.	☐ No	✓ Yes							
If the person compensated is a	If the person compensated is an individual, provide the name of the individual.										
Full legal name of indiv	vidual										
		Family name	Fir	st given name	Secondary given names						
If the person compensated is no	ot an individual, pro	ovide the following info	rmation.								
Full legal name	of non-individua	PI Financial Corp									
F	irm NRD numbe	r 5 2 9	0	(if a	pplicable)						
Indicate whether the person co	mpensated facilitat	ed the distribution thro	ough a funding po	rtal or an internet-base	ed portal.  Ves						
b) Business contact info	rmation										
If a firm NRD number is not pr	ovided in Item 8 (a)	, provide the business o	contact informatio	n of the person being (	compensated.						
Street address											
Municipality				Province/Stat	е						
Country				Postal code/Zip cod	е						
Email address				Telephone number	er						
c) Relationship to issuer	or investment fu	nd manager									
Indicate the person's relationsh the Instructions and the meani.  Connect with the issu	ng of "control" in se	ection 1.4 of NI 45-106		of completing this secti	neaning of "connected" in Part B(2) of on. (other than an investment fund)						
Director or officer of	the investment fund	d or investment fund m	nanager	Employee of the issu	er or investment fund manager						
None of the above											
d) Compensation details											
Canadian dollars. Include cash	commissions, secur uch as clerical, print he directors, officers	ities-based compensati ing, legal or accounting	on, gifts, discounts g services. An issue	s or other compensatio er is not required to asl	distribution. Provide all amounts in n. Do not report payments for services a for details about, or report on, internal						
				Security code							
Value of all securition distributed as compensation			Security codes	WNT							
Describe	terms of warrants,	options or other rights	unit. Each un Each warrant	it consists of one co entitles the holder	000 units at a price of \$0.90 per ommon share and one warrant. to purchase one common share ny time prior to March 26, 2022.						
Other compensation	on <sup>5</sup>	Describe									
Total compensation pa	aid										
Check box if the pe	erson will or may re	ceive any deferred co	mpensation (desc	cribe the terms below)							
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the se additional securities	curity codes for all sec			r rights exercisable to acquire C <u>luding</u> options, warrants or other						

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER				
If the issuer is an investment fund	d, do not complete l	Item 9. Procced to	Item 10.					
Indicate whether the issuer is any o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y one).			
✓ Reporting issuer in any juris	sdiction of Canada							
Foreign public issuer								
Wholly owned subsidiary of	a reporting issuer in	any jurisdiction of	Canada <sup>6</sup>					
Provide nan	ne of reporting issue	r						7
Wholly owned subsidiary of	a foreign public issu	ıer <sup>6</sup>						_
Provide name of	foreign public issue	r						7
Issuer distributing only eligil	ble foreign securities	and the distribution	n is to permitted clie	ents only <sup>7</sup>				_
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.				
<sup>6</sup> An issuer is a wholly owned subside securities that are required by law to respectively. <sup>7</sup> Check this box if it applies to the collients. Refer to the definitions of "e.	o be owned by its dir urrent distribution eve	ectors, are benefic en if the issuer mad	ially owned by the re de previous distribut	eporting issuer or ti tions of other types	the foreign	public is	ssuer,	
If the issuer is none of the	above, check this b	ox and complete	Item 9(a) - (c).					
a) Directors, executive officer	e and promoters of	of the issuer						
Provide the following information for	•		moter of the issuer T	or locations within	Canada s	tate the	nrovince	or
territory; otherwise state the country.							province	
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individe resident jurisdictio individu	ual or ail n of		onship to	
				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	
				Province or country	D		C	)
c) Residential address of eac	h individual							
Complete Schedule 2 of this form completed report. Schedule 2 also					(a) and (b)	and at	tach to t	he

## 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	Innovative Properties Inc.					
Full legal name	Ма	Kevin				
	Family name	First given name	•	Seconda	ary given n	ames
Title	Director					
Telephone number	6046877130	Email address	kevin@	vin@skanderbegfinancial.com		
Signature	"Kevin Ma"	Date	2019	9 04	04	
			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 individua	al certifying the report									
Full legal name				Title						
	Family name	First given name	Secondary given names							
Name of company										
Telephone number		Eı	mail 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.