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

New report Amended report It amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123) ITEM 2 - PARTY CERTIFYING THE REPORT Indicate the party conflying 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. Indicate the party conflying 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) Underwriter	ITEM 1 – REPORT TYP	PF							
TEM 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 81-108 (investment Fund Continuous Disclosure and the companion policy to NI 81-106. Susuer (Other than an investment fund) Undorwriter Un	THE WITH REPORT THE								
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Street address Municipality Province/State Postal/ZIP code									
	If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.								
Country Telephone number Website (if applicable)	Street address	Municipality	Province/State	Postal/ZIP code					
Country Telephone number Website (if applicable)									
	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	stry Classification Standard (NAICS) code (6 digits only) that in ess activity.	n your reasonable judgment most closely
NAICS industry code		
312100		
	dicate the stage of operations. This does not apply to issuers and best describes the issuer's stage of operations.	that provide services to issuers operating in
	all or substantially all of its assets in any of the following? If y rcial/business debt Consumer debt Private companies	* * *
b) Number of employees		
√ 0 - 49	or more	
c) SEDAR profile number		
Does the issuer have a <u>SEDAR</u> profile? ☐ No ☑ Yes	screenshot of th	EDAR profile is a "private" profile, please provide a le 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 year	r-end	
Date of formation	Financial year-end	
f) Reporting issuer status		
Is the issuer a reporting issuer in any juriso ☐ No ☐ Yes	diction of Canada?	
If yes, select the jurisdictions of Canada in		
AII AB BC MB	NB NL NT	
NS NU ON PE	∐QC ∐SK ∐YT	
g) Public listing status		
Does the issuer have a CUSIP number?	CUSIP number (provide first 6 digits only)	
· · · · · · · · · · · · · · · · · · ·	name of the exchange on which the issuer's equity securities ps, for example, an automated trading system.	orimarily trade. Provide only the name of an
Exchange name: Not Applicable Torc	onto Stock Exchange TSX Venture Exchange	Canadian Securities Exchange
Aequitas Neo Exchange	stralian Securities Exchange Deutsche Boerse	Euronext
London Stock Exchange	daq New York Stock Exchange	Shanghai Stock Exchange
Shenzhen Stock Exchange Stoc	ck Exchange Of Hong Kong 🗌 Tokyo Stock Exchange	OTHER
If other, describe:		
h) Size of issuer's assets		
financial statements for its first financial ye	ed on its most recently available annual financial statements (the ear, provide the size of the issuer's assets at the distribution of the under \$25M \$25M to under \$100M	· · · · · · · · · · · · · · · · · · ·
	OM to under \$1B \$1B or over	

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.

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 repor
a) Currency
Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

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	End Date		
2019-05-10	2019-05-10		

c) Detailed purchaser information

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

Schedule 1 to Form 45-106F1 - TINLEY May 10, 2019 distribution date.xlsx - 94 KB

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 \$			
Security code	CUSIP number	Number of securities	Single or lowest price	Highest price	Total amount		
UNT	887504203	5,788,408.0000	0.6000		3,473,044.8000		
Description of security: Common Shares and Warrants							

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.

Not Applicable

Convertible / exchangeable	Underlying security	(Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio		
security code	code	Lowest	Highest	(מט-יאוואוייי)			
WNT	CMS	0.9000	0.9000	2021-05-10	Each Unit comprised on one (1) common share and one-half (1		
Describe other terms: Each whole warrant shall entitle the holder thereof to purchase an additional common share at a price of \$0.90 per common (if applicable) share for a period of 24 months from May 10, 2019.							

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 of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	No. of unique purchasers ^{2a}	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	12	1,248,601.2000
British Columbia	NI 45-106 2.3 [Accredited investor]	1	30,000.0000
Ontario	NI 45-106 2.3 [Accredited investor]	30	2,194,443.6000
	3,473,044.8000		

^{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 on multiple exemptions for, that purchaser.

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.			\square Y \square N		

ITEM 8 - COMPENSATIO	N INFORMATIO	ON						
•	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 ☐ No ☑ Yes	ion was paid, or will	be paid, in connection	n with the dis	tribution.				
PERSON 1								
a) Name of person compensa	ted and registratio	n status						
Indicate whether the person com ☐ No ✓ Yes	pensated is a regist	rant.						
If the person compensated is an individual, provide the full legal name of the individual. Family name First given name Secondary given names								
If the person compensated is not Full legal name of non-individual	an individual, provi	de the following inforn	nation.	Firm NPD number (if	f annliaghla)			
Echelon Wealth Partners				Firm NRD number <i>(if</i> 32420	арріісавіе)			
Indicate whether the person com	pensated facilitated	the distribution through	ah a fundina	∟ portal or an internet-bε	ased portal.			
✓ No Yes			g					
b) Business contact information	on							
If a firm NRD number is not prov	ided in Item 8(a), pı	ovide the business co	ontact informa	ation of the person bei	ing compensated.			
Street address	Municipa	ality	Province/Sta	ite	Postal/ZIP code			
Country	Telepho	ne number	Email addre	SS		1		
						I		
c) Relationship to issuer or in	vestment fund ma	nager						
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or in	the meaning of "cor	ntrol" in section 1.4 of	NI 45-106 fo		pleting this section	า.		
Insider of the issuer (other tha	n an investment fun	d)	✓ None	e of the above				
Director or officer of the invest	ment fund or investr	ment fund manager						
d) Compensation details								
Provide details of all compensati in Canadian dollars. Include cash for services incidental to the dist about, or report on, internal alloc	h commissions, sec ribution, such as cle	urities-based compen erical, printing, legal c	nsation, gifts, or accounting	discounts or other con services. An issuer is	mpensation. Do no not required to as	ot report payments sk for details		
Cash commissions paid	70,611.0200							
Value of all securities	0.0000	Security code1 OPT	Sec	curity code2	Security code	e3		
distributed as compensation 4		Describe terms of wa		`				
		117,685 Options to acquire Units at a price of \$.0.60 at any time until May 10, 2021. Units comprised of one common share and one-half of one common share purchase warrant, with each whole warrant entitling the holder thereof to acquire one additional common share at a price of \$.0.90 per share at any time up to May 10, 2021.						
Other compensation ⁵		Describe						
Total compensation Paid	70,611.0200							
Check box if the person will o	or may receive any o	deferred compensation	n (describe th	ne terms below)				

to acquire additional securities of ⁵ Do not include deferred compensations.	the issuer.	or an occurrice distri	outou us com	pendation, motivaing opti	ons, warrante or other r	ights exercisable			
PERSON 2									
a) Name of person compensate	ed and registration	on status							
Indicate whether the person comp	ensated is a regisi	trant.							
If the person compensated is an in Family name	•	he full legal name of t en name		dary given names					
·	If the person compensated is not an individual, provide the following information.								
Full legal name of non-individual Canaccord Genuity Corp.				Firm NRD number (if ap	plicable)				
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves									
b) Business contact informatio	n								
If a firm NRD number is not provid	ded in Item 8(a), pr	rovide the business c	ontact inform	ation of the person being	compensated.				
Street address	Municip	ality	Province/Sta	ate P	ostal/ZIP code				
Country	Telepho	ne number	Email addre	SS					
a) Balatianakin ta isawa anim									
c) Relationship to issuer or inv									
Indicate the person's relationship Part B(2) of the Instructions and to Connected with the issuer or in Insider of the issuer (other than	he meaning of "convestment fund man	ntrol" in section 1.4 of nager d)	f NI 45-106 fo		ting this section.	I" in			
d) Compensation details									
Provide details of all compensation in Canadian dollars. Include cash for services incidental to the distrabout, or report on, internal allocations.	commissions, sec ibution, such as cle	urities-based comper erical, printing, legal o	nsation, gifts, or accounting	discounts or other composervices. An issuer is no	ensation. Do not report It required to ask for de	payments tails			
Cash commissions paid	108,850.0000								
Value of all securities ✓ distributed as	0.0000	Security code1 OP1		curity code2	Security code3				
compensation ⁴	Describe terms of warrants, ontions or other rights								
Other compensation ⁵		Describe							
Total compensation Paid	108,850.0000								
Check box if the person will or	may receive any o	deferred compensatio	n (describe th	ne terms below)					
⁴ Provide the aggregate value of a securities of the issuer. Indicate to acquire additional securities of	he security codes t								

 $^{5}\,\mathrm{Do}$ not include deferred compensation.

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional

⁵ Do not include deferred compe	nsation.							
PERSON 3								
a) Name of person compensa	ted and reg	istratio	n status					
Indicate whether the person com ☐ No ✓ Yes	pensated is	a registi	rant.					
If the person compensated is an	individual, p	rovide tl	he full legal name of	the indivi	dual.			
Family name	F	First give	en name	Se	condary given na	mes		
If the person compensated is not	an individua	al, provid	de the following infor	mation.	E: NDD			
Full legal name of non-individual Richardson GMP					Firm NRD no 21970	umber (if ap	орисавіе)	
		- !!!! - !!	de e elle telle college de con			-11		
Indicate whether the person com ✓ No ☐ Yes	pensated fac	cilitatea	tne distribution throu	ign a tund	ning portai or an ir	nternet-base	еа ропаі.	
b) Business contact information	on							
If a firm NRD number is not prov	ided in Item	8(a), pr	ovide the business o	ontact in	formation of the p	erson being	compensated.	
Street address	1	Municipa	ality	Province	e/State	F	ostal/ZIP code	
Country		Telephor	ne number	Email a	ddress			
c) Relationship to issuer or in	vestment f	und ma	nager					
Part B(2) of the Instructions and Connected with the issuer or i Insider of the issuer (other that Director or officer of the invest d) Compensation details Provide details of all compensation details in Canadian dollars. Include cas.	nvestment fund on the companies of the c	nent fund r investn	nager ind) ment fund manager id, to the person ider	otified in I	Employee of the is None of the above	ssuer or inv	estment fund ma	Provide all amounts
for services incidental to the dist about, or report on, internal alloc					•		•	
Cash commissions paid	7,01	4.0000						
Value of all securities		0.0000	Security code1 OP	T	Security code2		Security code	93
distributed as compensation 4			Describe terms of w	arrants, o	ptions or other rig	ghts		
compensation			11,690 Options to a comprised of one coeach whole warrant price of \$.0.90 per s	ommon sh entitling	nare and one-half the holder thereof	of one com	mon share purch	nase warrant, with
Other compensation ⁵			Describe					
Total compensation Paid 7,014.0000								
Check box if the person will o	or may receiv	ve any d	leferred compensation	n (descri	be the terms belo	w)		
⁴ Provide the aggregate value of	all socurities	e distribu	utad as componentio	n evelud	ing ontions, warra	unts or other	righte avaraisak	ble to acquire additional
securities of the issuer. Indicate to acquire additional securities of 5Do not include deferred competents.	the security of the issuer.							
иотностноваете сотрег	างสมบัก.							

PERSON 4

Indicate whether the person compensated is a registrant. ☐ No ✓ Yes							
If the person compensated is an	individual, provide t	the full legal name of	the individual				
Family name	First giv	en name	Secon	dary given names			
If the person compensated is not Full legal name of non-individual	an individual, provi	de the following inforr	mation.	Firm NRD numbe	er <i>(if applicable)</i>		
Kingsdale Capital Markets				6830			
Indicate whether the person com ✓ No ☐ Yes	pensated facilitated	I the distribution throu	gh a funding	portal or an intern	net-based portal.		
b) Business contact information	on						
If a firm NRD number is not prov	ided in Item 8(a), p	rovide the business c	ontact inform	ation of the perso	n being compensated.		
Street address	Municip	ality	Province/Sta	ate	Postal/ZIP code	1	
Country	Telepho	ne number	Email addre	SS		1	
c) Relationship to issuer or in	vestment fund ma	nager					
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or i	the meaning of "coi	ntrol" in section 1.4 o	f NI 45-106 fo	or the purposes of		1.	
Insider of the issuer (other tha	n an investment fun	nd)	✓ None	e of the above			
Director or officer of the invest	ment fund or investi	ment fund manager					
d) Compensation details							
Provide details of all compensati in Canadian dollars. Include cast for services incidental to the dist about, or report on, internal alloc	h commissions, sec ribution, such as cl	curities-based comper erical, printing, legal o	nsation, gifts, or accounting	discounts or othe services. An issu	er compensation. Do no uer is not required to as	et report payments sk for details	
Cash commissions paid	10,704.0000						
Value of all securities	0.0000	Security code1 OP	Γ Se	curity code2	Security code	∍3	
distributed as compensation ⁴		Describe terms of wa	arrants, optio	ns or other rights			
		comprised of one co	mmon share entitling the h	and one-half of or nolder thereof to a	0 at any time until May ne common share purch cquire one additional co , 2021.	nase warrant, with	
Other compensation ⁵		Describe					
Total compensation Paid	10,704.0000						
Check box if the person will o	or may receive any	deferred compensatio	n (describe tl	ne terms below)			
⁴ Provide the aggregate value of securities of the issuer. Indicate to acquire additional securities o	the security codes in the issuer.						
⁵ Do not include deferred comper	างสมบาเ						
PERSON 5							
a) Name of person compensa							
Indicate whether the person com No ✓ Yes	pensaleu is a regis	uant.					
If the person compensated is an	individual, provide t	the full legal name of	the individual				
Family name	First giv	en name	Secon	dary given names			

Fan	nily name	First giv	en name	Secoi	ndary given names			
If th	ne person compensated is not ar	n individual. provi	de the following informa	tion.				
	legal name of non-individual	•	J		Firm NRD number ((if applicable)		
Har	mpton Securities Limited				2890			
	icate whether the person compe	ensated facilitated	the distribution through	a funding	portal or an internet-l	based portal.		
b)	Business contact information	1						
If a	firm NRD number is not provide	ed in Item 8(a) n	rovide the husiness con	tact inform	nation of the nerson h	eing compensated		
	eet address	Municip		rovince/S	•	Postal/ZIP code		
Col	ıntry	Telepho	ne number E	mail addr	266			
	and y	Тетерио		man addi				
c)	Relationship to issuer or inve	estment fund ma	nager					
Par	icate the person's relationship w t B(2) of the Instructions and the Connected with the issuer or investigate of the issuer (at the street	e meaning of "cor restment fund mar	ntrol" in section 1.4 of N nager	<i>I 45-106 i</i> ☐ Em	or the purposes of colologee of the issuer or	mpleting this section	1.	
니'	nsider of the issuer (other than a	an investment iun	a)	✓ NOI	e of the above			
∐ I	Director or officer of the investme	ent fund or investr	nent fund manager					
d)	Compensation details							
in C	vide details of all compensation Canadian dollars. Include cash o services incidental to the distrib ut, or report on, internal allocati	commissions, sec oution, such as cle	urities-based compensa erical, printing, legal or	ntion, gifts accountin	, discounts or other co g services. An issuer	ompensation. Do no is not required to as	ot report payments sk for details	
√	Cash commissions paid	1,428.0000						
_	Value of all securities	0.0000	Security code1 OPT	S	ecurity code2	Security code	e3	
distributed as compensation 4 Describe terms of warrants, options or other rights 2,380 Options to acquire Units at a price of \$.0.60 at any time u comprised of one common share and one-half of one-half of one-half of one-half of one-half of one-half of one-half						any time until May 1 common share purch ire one additional co	0, 2021. Units	
	Other compensation ⁵		Describe					
	Total compensation Paid	1,428.0000						
	Check box if the person will or r	may receive any o	deferred compensation (describe	the terms below)			
sec to a	ovide the aggregate value of all urities of the issuer. Indicate the acquire additional securities of the onot include deferred compensa	e security codes t he issuer.						
PFI	RSON 6							
a)	Name of person compensated	d and registratio	n status					
	icate whether the person compe No 🗸 Yes	ensated is a regist	rant.					
If th	ne person compensated is an inc	dividual, provide t	he full legal name of the	individua	I.			
Fan	nily name	First give	en name	Seco	ndary given names			
If th	ne person compensated is not ar	n individual, provi	de the following informa	tion.				
Full	legal name of non-individual				Firm NRD number ((if applicable)		

Leede Jones Gable Inc. 5770									
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 prov Street address	Municip		Province/Sta	ate	ing compensated. Postal/ZIP code				
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. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Very None of the above Director or officer of the investment fund or investment fund manager									
d) Componentian details									
d) Compensation details Provide details of all compensati in Canadian dollars. Include cast for services incidental to the dist about, or report on, internal alloc	h commissions, sec ribution, such as cl ation arrangements	eurities-based comper erical, printing, legal of with the directors, of	nsation, gifts, or accounting	discounts or other con services. An issuer is	mpensation. Do no not required to as	t report payments k for details			
Cash commissions paid	17,710.0100		- 10						
Value of all securities distributed as compensation⁴	0.0000	O.0000 Security code1 OPT Security code2 Security code3 Describe terms of warrants, options or other rights 29,517 Options to acquire Units at a price of \$.0.60 at any time until May 10, 2021. Units comprised of one common share and one-half of one common share purchase warrant, with each whole warrant entitling the holder thereof to acquire one additional common share at a price of \$.0.90 per share at any time up to May 10, 2021.							
Other compensation ⁵	er compensation ⁵ Describe								
Total compensation Paid	17,710.0100								
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 o ⁵ Do not include deferred comper									
PERSON 7									
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 full legal name of the individual. Family name First given name Secondary given names									
If the person compensated is not Full legal name of non-individual 1557394 Alberta Ltd.									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes									

b) Business contact information	on								
If a firm NRD number is not prov	rided in Item 8(a), pi	rovide the business (contact ii	nformation of the p	erson being	compensated.			
Street address	Municip	ality	Provin	ce/State	Po	ostal/ZIP code			
36 Cortina Way SW	Calgary		Alberta	а	T:	3H 0B6			
Country	Telepho	ne number	Email	address					
Canada	780-699	-1831	franka	ngyal10@gmail.cor	m				
c) Relationship to issuer or in	vestment fund ma	ınager							
Indicate the person's relationship	with the issuer or i	nvestment fund man	ager (se	lect all that apply)	Refer to the	meaning of "conn	ected" in		
Part B(2) of the Instructions and									
Connected with the issuer or i	Connected with the issuer or investment fund manager								
Insider of the issuer (other that	ın an investment fun	d)		None of the above)				
Director or officer of the invest	ment fund or investi	ment fund manager							
d) Compensation details									
Provide details of all compensati	ion paid, or to be pa	id to the person ide	ntified in	Item 8(a) in conne	ection with th	e distribution. Pro	vide all amou	ınts	
in Canadian dollars. Include cash for services incidental to the dist about, or report on, internal alloc	h commissions, sec tribution, such as cl	urities-based compe erical, printing, legal	ensation, or accou	gifts, discounts or unting services. An	other compe issuer is no	ensation. Do not re t required to ask f	eport paymer or details		
✓ Cash commissions paid	3,150.0000								
Value of all securities	0.0000	Security code1 OF	PT	Security code2		Security code3		<u> </u>	
distributed as		Describe terms of w	varrants,	ا options or other riç	ummer ghts			1	
compensation ⁴		5,250 Options to ac	cquire U	nits at a price of \$.0	0.60 at any t	ime until May 10,	2021. Units		
		comprised of one c				•			
		price of \$.0.90 per	•			no additional com	non onaro at	u	
Other compensation ⁵		Describe							
Total compensation Paid	3,150.0000								
Check box if the person will o	or may receive any o	deferred compensati	on (desc	ribe the terms belo	w)				
		<u> </u>							
⁴ Provide the aggregate value of	all securities distrib	uted as compensation	n, exclu	ding options, warra	nts or other	rights exercisable	to acquire ac	dditional	
securities of the issuer. Indicate to acquire additional securities of		for all securities disti	ributed a	s compensation, in	ncluding opti	ons, warrants or o	ther rights ex	<i>(ercisable</i>	
⁵ Do not include deferred compe									
PERSON 8									
a) Name of person compensa	tod and registration	an etatue							
a) Name of person compensa	teu and registration	in status							
Indicate whether the person com ✓ No Yes	pensated is a regis	trant.							
If the person compensated is an	individual, provide t	he full legal name of	the indiv	vidual.					
Family name		en name		Secondary given na	ımes				
Shaham	Dror								
If the person compensated is not an individual, provide the following information.									
Full legal name of non-individual Firm NRD number (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 prov				•	-	•			
Street address	Municip	<u>_</u>	1	ce/State		ostal/ZIP code			
Alon Hagalil	Alon Ha	yaılı	Other		[[1]	792000			

Alon Hagalil	Alon Ha	ıgalil	Other		1792000					
Country	Telepho	ne number	Email address							
Israel	972-52-	959-1899	ds@rga	ds@rgaconsulting.ca						
c) Relationship to issuer or in	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. Connected with the issuer or investment fund manager Employee of the issuer or investment fund manager Insider of the issuer (other than an investment fund) Very None of the above										
d) Compensation details										
Provide details of all compensation in Canadian dollars. Include cash for services incidental to the distrabout, or report on, internal allocations.	commissions, sec	curities-based comp erical, printing, lega	ensation, g al or accou	gifts, discounts or other con nting services. An issuer is	npensation. Do no not required to as	ot report payments sk for details				
Cash commissions paid	23,100.0000									
Value of all securities distributed as compensation ⁴	0.0000	Describe terms of warrants, options or other rights 38,500 Options to acquire Units at a price of \$.0.60 at any time until May 10, 2021. Units comprised of one common share and one-half of one common share purchase warrant, we each whole warrant entitling the holder thereof to acquire one additional common share a price of \$.0.90 per share at any time up to May 10, 2021.								
Other compensation ⁵		Describe								
Total compensation Paid	23,100.0000									
Check box if the person will o	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										
securities of the issuer. Indicate t to acquire additional securities of	•	tor all securities dis	tributed as	compensation, including o	ptions, warrants o	r other rights exercisable				
⁵ Do not include deferred compen	5 Do not include deferred compensation.									

ITEM 9 – D	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF	THE ISSUER								
Indicate whet	her the issuer is any of the following (select the	one that applies - if more than or	ne applies, select only one).								
Reporting	Reporting issuer in any jurisdiction of Canada										
☐ Foreign p	ublic issuer										
•	Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶ Provide name of reporting issuer										
Wholly ow	ned subsidiary of a foreign public issuer ⁶										
-	ame of foreign public issuer										
	tributing only eligible foreign securities and the	·	•								
⁶ An issue securities ⁷ Check th	uer is at least one of the above, do not com r is a wholly owned subsidiary of a reporting is that are required by law to be owned by its dire his box if it applies to the current distribution eve efer to the definitions of "eligible foreign securit	suer or a foreign public issuer if al ectors, are beneficially owned by t ren if the issuer made previous dis	ll of the issuer's outstanding voting se the reporting issuer or the foreign pub stributions of other types of securities	olic 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 iss	suer									
	ollowing information for each director, executive rwise 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							
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 name Residential jurisdiction of individual Relationship to promoter (select one or both if applicable)										
			□ D □ O								
c) Residential address of each individual											
Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.											

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of 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	THE TINLEY BEVERAGE COMPANY INC.							
Full legal name - Family name	First given n	ame		Secondary given names				
MASER	JEFFREY							
Title		Teleph	one number	Ema	ail address			
CEO		416-840-3798 jeff			@drinktinley.com			
Signature JEFFREY MASER			2019-05-17					

TEM 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	Secondary given names		Title					
ELLISON DAVID				COUNSEL				
Name of company	Telephone number Emai		l address					
ACUITY CORPORATE SECURITI	416-663-5000	DAVI	D@ACUITYLAW.CA					

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 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