Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE			
✓ New report			
Amended report If amer	nded, provide filing date	of report that is being am	ended (YYYY-MM-DD)
ITEM 2 - PARTY CERTIFYING THE	REPORT		
Indicate the party certifying the report (sele National Instrument 81-106 Investment Fu			
☐ Investment fund issuer			
✓ Issuer (other than an inves	stment fund)		
Underwriter			
ITEM 3 - ISSUER NAME AND OTI	HER IDENTIFIERS		
Provide the following information about th	e issuer, or if the issuer is an in	vestment fund, about the fund.	
Full legal name	Cruz Capital Corp.		
Previous full legal name	Turbo Capital Inc.		
If the issuer's name changed in	the last 12 months, provide mo	ost recent previous legal name.	
Website	www.cruzcapitalcorp.c	om	(if applicable)
If the issuer has a legal entity identifier. pro	ovide below. Refer to Part B of t	he Instructions for the definition	of "legal entity identifier".
Legal entity identifier			
ITEM 4 - UNDERWRITER INFORM	MATION		
		' Com National Day	(A)
If an underwriter is completing the report, p	orovide the underwriter's fuil le	gal name and firm National keg 	istration Database (NRD) number.
Full legal name			
Firm NRD number		(if applicable)	
If the underwriter does not have a firm NRI	D number, provide the head off	ice contact information of the ur	nderwriter.
Street address			
Municipality		Province/State	
Country		Postal code/Zip code	
Telephone number		Website	(if applicable)

Item 5 - Issuer Information
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool . NAICS industry code 2 1 2 3 9 8
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production
b) Number of employees
Number of employees:
c) SEDAR profile number
Does the issuer have a SEDAR profile? ☐ No ☑ Yes If yes, provide SEDAR profile number 0 0 0 2 5 5 3 5 If the issuer does not have SEDAR profile complete item 5(d) - (h).
d) Head office address
Street address Province/State
Municipality Postal code/Zip code
Country Telephone number
e) Date of formation and financial year-end
Date of formation Financial year-end MM DD MM DD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
│
NS NU ON PE QC SK YT g) Public listing status
g) Public listing status If the issuer has a CUSIP number, provide below (first 6 digits only)
CUSIP number
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange name(s):
h) Size of issuer's assets
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size
of the issuer's assets at the distribution end date. \$\begin{align*} \$\sum \$\su
□ \$100M to under \$500M □ \$500M to under \$1B □ \$1B or over

ITEM 6 - INVESTMENT	T FUND ISSUER INFORMATION					
If the issuer is an investment fund, provide the following information.						
a) Investment fund m	anager informaiton					
Full legal name						
Firm NRD number	(if applicable)					
If the investment fund ma	nager does not have a firm NRD number, provide the head office contact information of the investment fund manager.					
Street address						
Municipality	Province/State Province/State					
Country	Postal code/Zip code					
Telephone number	Website (if applicable)					
b) Type of investment	t fund					
Type of investment fund tha	nt most accurately identifies the issuer (select only one) .					
☐ Money market	☐ Equity ☐ Fixed income					
☐ Balanced	Alternative strategies 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						
	ive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) ve investment schemes to operate throughout the EU on a passport basis on authorization from one member state.					
c) Date of formation a	and financial year-end of the investment fund					
Date of format	· L L L					
d) Reporting issuer st	YYYY MM DD MM DD tatus of the investment fund					
, 1	orting issuer in any jurisdication of Canada? No Yes					
	of Canada in which the investment fund is a reporting issuer.					
All 🔲	AB BC MB NB NL NT					
□ NS □	NU ON PE QC SK TT					
e) Public listing status	s of the investment fund					
If the investment fund has a	a CUSIP number, provide below (first 6 digits only)					
	CUSIP number					
	blicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for 1 for and received a listing, which excludes, for example, automated trading systems.					
Exchage name	s					
f) Net asset value (NA	AV) of the investment fund					
	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 \$500M to under \$1B \$1B 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, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report. 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) 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 2016 80 2016 24 80 24 MM DD MM DD YYYY 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 that take place in a jurisdiction of Canada on a per security basis. Refer to Part A 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 CUSIP number (if applicable)			Description of security	Number of securities	Single or lowest price	Highest price	Total amount
U	В	S	112545108	Units. Each unit consists of one common share and one transferable share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of \$0.45 per share for a period of three years.	6,000,000.00	0.3000		1,800,000.00
F	Т	U	112545108	Units. Each unit consists of one flow-through common share and one non flow-through transferable warrant. Each warrant entitles the holder to acquire one common share at a price of \$0.45 per share for a period of three years.	732,500.00	0.4000		293,000.00

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.

,		Underlying security code		•	(Canadian C)		Conversion ratio	Describe other items (if applicable)		
						Lowest	Highest			` ' '
U	В	S	U	В	S	0.4500		2019-08-24	1.00	
F	Т	U	F	Т	U	0.5000		2019-08-24	1.00	

f) Summary of the distribution by jurisdiction and exemption

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

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

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

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)			
British Columbia	NI 45-106 2.3 [Accredited investor]	46	829,750.00			
Alberta	NI 45-106 2.3 [Accredited investor]	4	284,900.20			
Ontario	NI 45-106 2.3 [Accredited investor]	9	461,799.90			
Québec	NI 45-106 2.3 [Accredited investor]	6	92,049.90			
United States	NI 45-106 2.3 [Accredited investor]	1	60,000.00			
British Columbia	Investment dealer- exemption (BC, AB, SK, MB, NB)	9	57,000.00			
Alberta	Investment dealer- exemption (BC, AB, SK, MB, NB)	1	15,000.00			
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	4	16,500.00			
Belize	NI 45-106 2.3 [Accredited investor]	1	45,000.00			
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	15,000.00			
Mexico	Other	1	19,500.00			
Saskatchewan	NI 45-106 2.3 [Accredited investor]	4	58,500.00			
Switzerland	NI 45-106 2.3 [Accredited investor]	1	138,000.00			
	Total dollar amount of securities distributed					
	Total number of unique purchasers ²	87				

²In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

TEM 8 - COMPENSATION INFORMATION
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 ✓ Yes If yes, indicate number of persons compensated. 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 name of the individual.
Full legal name of individual
Family name First given name Secondary given names
If the person compensated is not an individual, provide the following information.
Full legal name of non-individual PI Financial Corp.
Firm NRD number 5 2 9 0 (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ve
b) Business contact information
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.
Street address
Municipality Province/State
Country Postal code/Zip code
Email address Telephone number
c) Relationship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part
B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager
✓ None of the above
d) Compensation details
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report
on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.
Cash commissions paid 26,008.00 Security codes Security code 1 Security code 2 Security code 3
Value of all securities distributed as compensation ⁴
Describe terms of warrants, options or other rights 77,360 Warrants, each warrant entitles the holder to acquire 1 common share at an exercise price of \$0.45 and 7,000 Warrants, each warrant entitles the holder to acquire 1 common
share at an exercise price of \$0.50, both for a 3 year period.
Other compensation ⁵ Describe Total compensation paid 26,008.00
Check box if the person will or may receive any deferred compensation (describe the terms below)
Shock box it the person will of may receive any deferred compensation (describe the terms below)
⁴ Provide the aggregate value of all cocurities distributed as compensation, evaluding entires, warrante as other rights evaraged to the aggregate.
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other
rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.

a) Name of person compens	ateu anu registration	Status						
Indicate whether the person compensated is a registrant. No Ves								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual								
	Family name	,	First giv	en name	Secon	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 N	NRD number 9	0 0			(if applic	cable)		
Indicate whether the person comp	pensated facilitated the	distribution th	nrough a funding	g portal or ar	n internet-based	d portal. Ves		
b) Business contact informati	ion							
If a firm NRD number is not provid	ded in Item 8 (a), provide	e the business	contact inform	ation of the p	person being cor	mpensated.		
Street address								
Municipality]	Prov	vince/State			
Country]	Postal cod	de/Zip code			
Email address			1	Telepho	ne number			
c) Relationship to issuer or in	nvestment fund mana	nger						
Indicate the person's relationship v		~	nager (select all	that apply).	Refer to the me	aning of "connected" in Part		
B(2) of the Instructions and the me	eaning of "control" in sec	ction 1.4 of NI	45-106 for the	purposes of c	completing this	section.		
Connect with the issuer or	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								
Director or officer of the in	vestment fund or invest		anager	•	•	,		
☐ Director or officer of the interpretation ✓ None of the above	vestment fund or invest		anager	•	•	,		
	vestment fund or invest		anager	•	•	,		
None of the above d) Compensation details Provide details of all compensation	paid, or to be paid, to t	ment fund ma	ntified in Item 8	Employee	of the issuer of	r investment fund manager stribution. Provide all amounts in		
None of the above d) Compensation details	paid, or to be paid, to to nmissions, securities-bas	ment fund ma ment fund ma he person idel ed compensa	ntified in Item 8 tion, gifts, discot	Employee (a) in connecunts or other	e of the issuer of	r investment fund manager stribution. Provide all amounts in Do not report payments for		
None of the above d) Compensation details Provide details of all compensation Canadian dollars. Include cash com	paid, or to be paid, to to nmissions, securities-bas on, such as clerical, print	ment fund ma he person idel ed compensat ing, legal or a	ntified in Item 8 tion, gifts, discou	Employee (a) in connecunts or other ces. An issuer	e of the issuer	stribution. Provide all amounts in Do not report payments for to ask for details about, or report		
None of the above d) Compensation details Provide details of all compensation Canadian dollars. Include cash com services incidental to the distribution	paid, or to be paid, to to nmissions, securities-bas on, such as clerical, print	ment fund ma he person ider ed compensat ing, legal or a icers or emplo	ntified in Item 8 tion, gifts, discou accounting servi ayees of a non-in	Employee (a) in connecunts or other ces. An issuer	e of the issuer of ction with the di- compensation. r is not required mpensated by th	stribution. Provide all amounts in Do not report payments for to ask for details about, or report		
None of the above d) Compensation details Provide details of all compensation Canadian dollars. Include cash com services incidental to the distributio on, internal allocation arrangemen Cash commissions paid Value of all securities	paid, or to be paid, to to nmissions, securities-bas on, such as clerical, print ots with the directors, offi	ment fund ma he person ider ed compensat ing, legal or a icers or emplo	ntified in Item 8 tion, gifts, discou	Employee (a) in connecunts or other ces. An issuer	e of the issuer	stribution. Provide all amounts in Do not report payments for to ask for details about, or report pe issuer.		
None of the above d) Compensation details Provide details of all compensation Canadian dollars. Include cash com services incidental to the distributio on, internal allocation arrangement Cash commissions paid	paid, or to be paid, to to nmissions, securities-bas on, such as clerical, print ots with the directors, offi	ment fund ma he person ider ed compensat ing, legal or a icers or emplo	ntified in Item 8 tion, gifts, discou accounting servi ayees of a non-in	(a) in connecunts or other ces. An issuer adividual con	e of the issuer	stribution. Provide all amounts in Do not report payments for to ask for details about, or report pe issuer.		
None of the above d) Compensation details Provide details of all compensation Canadian dollars. Include cash com services incidental to the distributio on, internal allocation arrangemen Cash commissions paid Value of all securities distributed as compensation ⁴	paid, or to be paid, to to nmissions, securities-bas on, such as clerical, print ots with the directors, offi	ment fund ma he person ider ed compensar ing, legal or a icers or emplo	ntified in Item 8 tion, gifts, discou accounting servi ayees of a non-in	(a) in connecunts or other ces. An issuer adividual con	e of the issuer	stribution. Provide all amounts in Do not report payments for to ask for details about, or report pe issuer.		
None of the above d) Compensation details Provide details of all compensation Canadian dollars. Include cash com services incidental to the distributio on, internal allocation arrangemen Cash commissions paid Value of all securities distributed as compensation ⁴	p paid, or to be paid, to to nmissions, securities-bas on, such as clerical, print its with the directors, off 29,640.00	ment fund ma he person ider ed compensar ing, legal or a icers or emplo	ntified in Item 8 tion, gifts, discounceounting serving serving serving serving security codes	Employee (a) in connect unts or other ces. An issuer ndividual con See W	e of the issuer	stribution. Provide all amounts in Do not report payments for to ask for details about, or report to issuer. Security code 2 Security code 3 es the holder to acquire 1		
None of the above d) Compensation details Provide details of all compensation Canadian dollars. Include cash com services incidental to the distributio on, internal allocation arrangement Cash commissions paid Value of all securities distributed as compensation ⁴ Describe terms	p paid, or to be paid, to to nmissions, securities-bas on, such as clerical, print its with the directors, off 29,640.00	ment fund manner f	ntified in Item 8 tion, gifts, discounce outling serving serving serving security codes 81,200 Warr common sha	(a) in connectunts or other ces. An issuer adividual con	e of the issuer	stribution. Provide all amounts in Do not report payments for to ask for details about, or report to issuer. Security code 2 Security code 3 es the holder to acquire 1 of \$0.45 and 13,200		
None of the above d) Compensation details Provide details of all compensation Canadian dollars. Include cash com services incidental to the distributio on, internal allocation arrangement Cash commissions paid Value of all securities distributed as compensation ⁴ Describe terms	p paid, or to be paid, to to nmissions, securities-bas on, such as clerical, print its with the directors, off 29,640.00	ment fund manner f	ntified in Item 8 tion, gifts, discounceounting serving typees of a non-in Security codes 81,200 Warr common sha Warrants, ea	(a) in connectunts or other ces. An issuer adividual con	e of the issuer	stribution. Provide all amounts in Do not report payments for to ask for details about, or report to issuer. Security code 2 Security code 3 es the holder to acquire 1		
None of the above d) Compensation details Provide details of all compensation Canadian dollars. Include cash com services incidental to the distributio on, internal allocation arrangement Cash commissions paid Value of all securities distributed as compensation ⁴ Describe terms	p paid, or to be paid, to to nmissions, securities-bas on, such as clerical, print its with the directors, off 29,640.00	ment fund manner f	ntified in Item 8 tion, gifts, discounceounting serving typees of a non-in Security codes 81,200 Warr common sha Warrants, ea	(a) in connectunts or other ces. An issuer adividual con	e of the issuer	stribution. Provide all amounts in Do not report payments for to ask for details about, or report to issuer. Security code 2 Security code 3 es the holder to acquire 1 of \$0.45 and 13,200 holder to acquire 1 common		
None of the above d) Compensation details Provide details of all compensation Canadian dollars. Include cash com services incidental to the distributio on, internal allocation arrangemen Cash commissions paid Value of all securities distributed as compensation ⁴ Describe terms Other compensation ⁵	p paid, or to be paid, to to nmissions, securities-bas on, such as clerical, print ats with the directors, off 29,640.00 of warrants, options or	ment fund mannent fund mannent fund mannent fund mannent fund mannent fund mannent fund fund fund fund fund fund fund fund	ntified in Item 8 tion, gifts, discounce out in gervier of a non-in Security codes 81,200 Warr common sha Warrants, ea share at an e	Employee (a) in connectunts or other ces. An issuer advidual con See W Tants, each are at an exach warrante exercise pri	e of the issuer	stribution. Provide all amounts in Do not report payments for to ask for details about, or report to issuer. Security code 2 Security code 3 es the holder to acquire 1 of \$0.45 and 13,200 holder to acquire 1 common		
None of the above d) Compensation details Provide details of all compensation Canadian dollars. Include cash com services incidental to the distributio on, internal allocation arrangement Cash commissions paid Value of all securities distributed as compensation ⁴ Describe terms Other compensation ⁵ Total compensation paid	p paid, or to be paid, to to nmissions, securities-bas on, such as clerical, print ats with the directors, off 29,640.00 of warrants, options or	ment fund mannent fund mannent fund mannent fund mannent fund mannent fund mannent fund fund fund fund fund fund fund fund	ntified in Item 8 tion, gifts, discounce out in gervier of a non-in Security codes 81,200 Warr common sha Warrants, ea share at an e	Employee (a) in connectunts or other ces. An issuer advidual con See W Tants, each are at an exach warrante exercise pri	e of the issuer	stribution. Provide all amounts in Do not report payments for to ask for details about, or report to issuer. Security code 2 Security code 3 es the holder to acquire 1 of \$0.45 and 13,200 holder to acquire 1 common		
None of the above d) Compensation details Provide details of all compensation Canadian dollars. Include cash com services incidental to the distributio on, internal allocation arrangemen Cash commissions paid Value of all securities distributed as compensation ⁴ Describe terms Other compensation paid Check box if the person	paid, or to be paid, to to a missions, securities-base, such as clerical, print ats with the directors, offer 29,640.00 a of warrants, options or 29,640.00 will or may receive any all securities distributed	ment fund manual ment fund manual fund manual fund manual fund manual fund fund fund fund fund fund fund fund	ntified in Item 8 tion, gifts, discounce of a non-in spees of a non-in Security codes 81,200 Warr common sha Warrants, eashare at an inpensation (designation, excluding	Employee (a) in connect unts or other ces. An issuer adividual con See W Tants, each are at an ex ach warrant exercise pri scribe the ter options, wan	ction with the discompensation. It is not required in the discompensated by the country code 1 N Warrant entitly exercise price of the entitles the higher of \$0.50, but the entitle of \$0.50, but th	stribution. Provide all amounts in Do not report payments for to ask for details about, or report to issuer. Security code 2 Security code 3 Security code 2 Security code 3 Security code 1 Security code 3 Security code 2 Security code 3 Security code 2 Security code 3 Security code 2 Security code 3 Security code 4 Secu		
None of the above d) Compensation details Provide details of all compensation Canadian dollars. Include cash com services incidental to the distributio on, internal allocation arrangemen Cash commissions paid Value of all securities distributed as compensation ⁴ Describe terms Other compensation paid Check box if the person	paid, or to be paid, to to a paid, or to be paid, or to the paid, or to the paid, to to a paid, such as clerical, print ats with the directors, offer 29,640.00 29,640.00 29,640.00 will or may receive any and securities distributed at Indicate the security continual securities of the is	ment fund manuel fund manuel fund manuel fund manuel fund manuel fund fund fund fund fund fund fund fund	ntified in Item 8 tion, gifts, discounce of a non-in spees of a non-in Security codes 81,200 Warr common sha Warrants, eashare at an inpensation (designation, excluding	Employee (a) in connect unts or other ces. An issuer adividual con See W Tants, each are at an ex ach warrant exercise pri scribe the ter options, wan	ction with the discompensation. It is not required in the discompensated by the country code 1 N Warrant entitly exercise price of the entitles the higher of \$0.50, but the entitle of \$0.50, but th	stribution. Provide all amounts in Do not report payments for to ask for details about, or report to issuer. Security code 2 Security code 3 Security code 2 Security code 3 Security code 1 Security code 3 Security code 2 Security code 3 Security code 2 Security code 3 Security code 2 Security code 3 Security code 4 Secu		

a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant. No Yes								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual								
Family name First given name Secondary given n	names							
If the person compensated is not an individual, provide the following information.								
Full legal name of non-individual Leede Jones Gable Inc.								
Firm NRD number 5 7 7 0 (if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.	✓ No ☐ Yes							
b) Business contact information								
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.								
Street address								
Municipality Province/State								
Country Postal code/Zip code								
Email address Telephone number								
c) Relationship to issuer or investment fund manager								
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "c 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.	onnected" in Part							
Connect with the issuer or investment fund manager Insider of the issuer (other than an i	investment fund)							
Director or officer of the investment fund or investment fund manager	•							
✓ None of the above	nt fund manager							
d) Compensation details Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution.	Provide all amounts in							
Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not rep								
services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.	details about, or report							
Cash commissions paid 4,800.00 Security codes Security code 1 Security code 1	de 2 Security code 3							
Value of all securities distributed as								
compensation⁴								
Describe terms of warrants, options or other rights 16,000 Warrants. Each warrant entitles the hocommon share at an exercise price of \$0.45 for								
Other compensation ⁵ Describe	or are year person.							
Total compensation paid 4,800.00								
Check box if the person will or may receive any deferred compensation (describe the terms below)								
⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exerc	cisable to acquire							
additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including option rights exercisable to acquire additional securities of the issuer.	is, warrants or other							
⁵ Do not include deferred compensation.								

 a) Name of person comp 	ated and registration status							
Indicate whether the person compensated is a registrant. No Yes								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual								
	Family name First given name Secondary given names							
If the person compensated is not an individual, provide the following information.								
Full legal name	on-individual Haywood Securities Inc.							
F	IRD number 1 6 3 0 (if applicable)							
Indicate whether the person	pensated facilitated the distribution through a funding portal or an internet-based portal. No] Yes						
b) Business contact info	on							
If a firm NRD number is not ¡	led in Item 8 (a), provide the business contact information of the person being compensated.							
Street address								
Municipality	Province/State							
Country	Postal code/Zip code	$\overline{}$						
Email address	Telephone number	一						
c) Relationship to issuer	vestment fund manager							
	vith the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part aning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.	t						
	investment fund manager							
	vestment fund or investment fund manager							
✓ None of the above								
d) Compensation details								
Provide details of all compens Canadian dollars. Include cast services incidental to the distr	paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amous missions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for n, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or r ts with the directors, officers or employees of a non-individual compensated by the issuer.							
Cash commissions pa	6,000.00 Security codes Security code 1 Security code 2 Security co	nde 3						
Value of all securities	Security codes Security code 1 Security code 2 Security code 2 W N T							
distributed a compensatio								
Describe t	of warrants, options or other rights 20,000 Warrants, each warrant entitles the holder to acquire common share at an exercise price of \$0.45 for a 3 year period.	1 od.						
Other compensatio	Describe							
Total compensation pa	6,000.00							
Check box if the pe	will or may receive any deferred compensation (describe the terms below)							
additional securities of the is	Il securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or ot tional securities of the issuer. sation.	her						

a) Name of person compensated and	registration status				
Indicate whether the person compensated is a registrant. No Ves					
If the person compensated is an individual, provide the name of the individual.					
Full legal name of individual					
	Family name First given i	name Secondary given names			
If the person compensated is not an individu	ual, provide the following information.				
Full legal name of non-individ	Mackie Research Capital Corp.				
Firm NRD number 3 0 7 0 (if applicable)					
Indicate whether the person compensated for	acilitated the distribution through a funding po	prtal or an internet-based portal. No Yes			
b) Business contact information					
If a firm NRD number is not provided in Item	8 (a), provide the business contact information	n of the person being compensated.			
Street address					
Municipality		Province/State			
Country	Po	ostal code/Zip code			
Email address		Telephone number			
c) Relationship to issuer or investmen					
•	<u> </u>	at apply). Refer to the meaning of "connected" in Part			
•	control" in section 1.4 of NI 45-106 for the pur				
Connect with the issuer or investmen	nt fund manager Ir	nsider of the issuer (other than an investment fund)			
Director or officer of the investment f	und or investment fund manager	imployee of the issuer or investment fund manager			
None of the above					
d) Compensation details					
Canadian dollars. Include cash commissions, services incidental to the distribution, such as	securities-based compensation, gifts, discounts	in connection with the distribution. Provide all amounts in or other compensation. Do not report payments for An issuer is not required to ask for details about, or report ridual compensated by the issuer.			
Cash commissions paid	7,404.00 Security codes	Security code 1 Security code 2 Security code 3			
Value of all securities		WNT			
distributed as compensation ⁴					
Describe terms of warran	- [24,000 Wallall	ts, each warrant entitles the holder to acquire 1			
		at an exercise price of \$0.45 for a 3 year period.			
Other compensation ⁵	Describe				
Total compensation paid	7,404.00				
Check box if the person will or may receive any deferred compensation (describe the terms below)					
	he security codes for all securities distributed	ions, warrants or other rights exercisable to acquire las compensation, <u>including</u> options, warrants or other			

 a) Name of person comp 	sated and registration status					
Indicate whether the person compensated is a registrant. No Yes						
If the person compensated is an individual, provide the name of the individual.						
Full legal name of indivi	al					
	Family name First given name Secondary given names					
If the person compensated is	t an individual, provide the following information.					
Full legal name	non-individual EMD Financial Inc.					
Fi	NRD number 3 6 4 8 0 (if applicable)	_				
Indicate whether the person	ppensated facilitated the distribution through a funding portal or an internet-based portal. V No Y	es/				
b) Business contact infor	tion					
If a firm NRD number is not p	ided in Item 8 (a), provide the business contact information of the person being compensated.					
Street address						
Municipality	Province/State					
Country	Postal code/Zip code	$\bar{\exists}$				
Email address	Telephone number	<u> </u>				
c) Relationship to issuer	nvestment fund manager					
	with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part eaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.					
	r investment fund manager Insider of the issuer (other than an investment fund)					
✓ None of the above	Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager					
d) Compensation details						
Provide details of all compenso Canadian dollars. Include cash services incidental to the distri	n paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts of mmissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for ion, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or reports with the directors, officers or employees of a non-individual compensated by the issuer.					
Cash commissions pa	6,400.00 Security codes Security code 1 Security code 2 Security code 3	3				
Value of all securities	Security codes Security code 1 Security code 2 Security code 3 W N T	_				
distributed a compensation						
Describe terms of warrants, options or other rights 21,347 Warrants, each warrant entitles the holder to acquire 1 common share at an exercise price of \$0.45 for a 3 year period.						
Other compensation	Describe					
Total compensation pai	6,400.00					
Check box if the person will or may receive any deferred compensation (describe the terms below)						
additional securities of the iss	all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire r. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other litional securities of the issuer. nsation.					

a) Name of person comp	ensated and registration status				
Indicate whether the person	compensated is a registrant.	☐ No	✓ Yes		
If the person compensated is an individual, provide the name of the individual.					
Full legal name of indivi	dual				
	Family name	First given	name Second	dary given names	
If the person compensated is	not an individual, provide the followir	g information.			
Full legal name	of non-individual Raymond Jam	es Ltd.			
Fi	rm NRD number 8 2	4 0	(if applic	able)	
Indicate whether the person o	compensated facilitated the distribution	n through a funding po	ortal or an internet-based	portal. No Yes	
b) Business contact inform	mation				
If a firm NRD number is not p	rovided in Item 8 (a), provide the busin	ess contact informatio	n of the person being con	npensated.	
Street address					
Municipality			Province/State		
Country		Po	ostal code/Zip code		
Email address			Telephone number		
c) Relationship to issuer	or investment fund manager				
<u> </u>	hip with the issuer or investment fund	manager (select all tha	at apply). Refer to the med	aning of "connected" in Part	
	e meaning of "control" in section 1.4 o				
Connect with the issue	er or investment fund manager	Ir	nsider of the issuer (othe	r than an investment fund)	
Director or officer of th	ne investment fund or investment fund	I manager	Employee of the issuer or	investment fund manager	
✓ None of the above					
d) Compensation details					
	ation paid, or to be paid, to the person commissions, securities-based compe				
	bution, such as clerical, printing, legal	5 .	•		
on, internal allocation arrange	ments with the directors, officers or en	nployees of a non-indiv	vidual compensated by the	e issuer.	
Cash commissions pai	id 13,600.02	Security codes	Security code 1	Security code 2 Security code 3	
Value of all securities		•	WNT		
distributed as compensation	l l				
Describe terms of warrants, options or other rights 26,667 Warrants, each warrant entitles the holder to acquire 1					
common share at an exercise price of \$0.45 and 14,000 Warrants, each warrant entitles the holder to acquire 1 common					
share at an exercise price of \$0.50, both for a 3 year period.					
Other compensation	Descri	pe			
Total compensation paid 13,600.02					
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				
	suer. Indicate the security codes for a additional securities of the issuer.	II securities distributed	l as compensation, <u>includ</u>	ding options, warrants or other	
⁵ Do not include deferred com					

ΤΕМ	9 - Directors, Executi	VE OFFICERS A	AND PROMO	TERS OF THE IS	SSUER					
If t	he issuer is an investment fund, o	do not complete I	tem 9. Procced to	o Item 10.						
Ind	icate whether the issuer is any of th	e following (select	all that apply).							
	Reporting issuer in any jurisdic	tion of Canada								
	Foreign public issuer									
	Wholly owned subsidiary of a r	eporting issuer in	any jurisdiction o	f Canada ⁶						
	Provide name	of reporting issuer								
	Wholly owned subsidiary of a f	oreign public issue	er ⁶							
	Provide name of for	eign public issuer								
	Issuer distributing eligible forei	gn securities only	to permitted clien	ts ⁷						
⁶ An sect	If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. 6An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. 7 Checck this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.									
a)	Directors, executive officers a	and promoters of	f the issuer							
	rovide the following information for rritory; otherwise state the country.						da, stat	te the p	province (or
	Organization or company name	Family name	First given name	Secondary given	dary given residentail (se			elationship to issuer elect all that apply)		
					Province o	r country	D	0	Р	
b)	Promoter information									
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.										
	Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual Relat		ionship to promoter ne or both if applicable)		oter olicable)	
					Province or country	D		C)	
c)	Residential address of each i	ndividual								

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Name of company | Cruz Capital Corp.

Telephone number 6046466906

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

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

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

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

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

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

Full legal name	Kay Seth			ss	
	Family name	First given name		Secondary given	
Title	Director				
Name of issuer/underwriter/ investment fund manager	Cruz Capital Corp.				
Telephone number	7788557384	Email address se	ethkay@	bellsouth.net	
Signature	Seth Kay	Date	2016	09	01
			YYYY	MM	DD

TIEM 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 indiv	Same as individual certifying the report						
Full legal name	Adam	Negar		Title Consultant			
	Family name	First given name	Secondary given names				

Notice - Collection and use of personal information

Email address | negart@telus.net

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.