# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9948959

| ITEM 1 - REPORT TYPE   |                                    |                             |           |              |          |            |           |                 |                         |        |              |
|--|------------------------------------|-----------------------------|-----------|--------------|----------|------------|-----------|-----------------|-------------------------|--------|--------------|
| New report   |                                    |                             |           |              |          |            |           |                 |                         |        |              |
| Amended report   | lf amen                            | ded, pro                    | vide fi   | iling dat    | te of    | report     | that is   | being ame       | ended 2022 09           | ) 01   | (YYYY-MM-DD) |
| ITEM 2 - PARTY CERTIFYIN   | NG THE                             | REPOR                       | Γ         |              |          |            |           |                 |                         |        |              |
| 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<br>Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106. |                                    |                             |           |              |          |            |           |                 |                         |        |              |
| Investment fund issuer   |                                    |                             |           |              |          |            |           |                 |                         |        |              |
| ✓ Issuer (other than ar  | n invest                           | ment fur                    | nd)       |              |          |            |           |                 |                         |        |              |
|  |                                    |                             |           |              |          |            |           |                 |                         |        |              |
|  |                                    |                             |           | _            |          |            |           |                 |                         |        |              |
| Item 3 - Issuer Name an  |                                    |                             |           |              |          |            |           |                 |                         |        |              |
| Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.  |                                    |                             |           |              |          |            |           |                 |                         |        |              |
|  | gal name Cruz Battery Metals Corp. |                             |           |              |          |            |           |                 |                         |        |              |
| Previous full legal name   |                                    |                             |           |              |          |            |           |                 |                         |        |              |
| If the issuer's name chang   | ged in the                         | last 12 mc                  | onths, pi | rovide ma    | ost rece | ent previ  | ous lega  | al name.        |                         |        |              |
| N N  | Vebsite                            | https://v                   | ww.c      | ruzbatt      | erym     | etals.c    | ;om/      | (if applicabl   | e)                      |        |              |
| If the issuer has a legal entity iden  | ntifier <u>,</u> pro               | vide below                  | . Refer t | to Part B    | of the l | Instructi  | ons for t | the definition  | of "legal entity identi | fier". |              |
| Legal entity ide   | entifier                           |                             |           |              |          |            |           |                 |                         |        |              |
| If two or more issuers distributed o   | a single se                        | curity, pro                 | vide the  | e full lega  | l name   | e(s) of th | e co-issi | uer(s) other th | an the issuer named     | above. |              |
| Full legal name(s) of co-iss   | suer(s)                            |                             |           |              |          |            |           | (if applicabl   | e)                      |        |              |
|  |                                    |                             |           |              |          |            |           |                 |                         |        |              |
| ITEM 4 - UNDERWRITER IN  | NFORM                              | ATION                       |           |              |          |            |           |                 |                         |        |              |
| If an underwriter is completing the  | e report, p                        | orovide the                 | underw    | vriter's ful | l legal  | name a     | nd firm   | NRD number.     |                         |        |              |
| Full legal name  | Full legal name                    |                             |           |              |          |            |           |                 |                         |        |              |
| Firm NRD number  |                                    |                             |           |              |          |            | (if app   | plicable)       |                         |        |              |
| If the underwriter does not have a   | firm NRE                           | ) number, p                 | orovide   | the head     | office   | contact    | informa   | ition of the un | derwriter.              |        |              |
| Street address   |                                    |                             |           |              |          |            |           |                 |                         |        |              |
| Municipality   |                                    |                             |           |              |          |            | Prov      | /ince/State     |                         |        |              |
| Country  |                                    |                             |           |              |          | Pos        | tal cod   | e/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 2 1 2 3 9 8   |  |  |  |  |  |  |  |
| 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 🗌 50 - 99 🗌 100 - 499 🗌 500 or more   |  |  |  |  |  |  |  |
| c) SEDAR profile number   |  |  |  |  |  |  |  |
| Does the issuer have a SEDAR profile?   |  |  |  |  |  |  |  |
| □ No       ✓ Yes       If yes, provide SEDAR profile number       0       0       0       2       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  |  |  |  |  |  |  |  |
| YYYY 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.   |  |  |  |  |  |  |  |
| AII AB BC MB NB NL NT   |  |  |  |  |  |  |  |
| NS NU ON PE QC SK YT  |  |  |  |  |  |  |  |
| 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 |
|-----------------------|---------------------|-------------------------|
| S100M to under \$500M | S500M to under \$1B | S1B or over             |

| If the issue is an investment fund, provide the following information:         a) Investment fund manager information         Full legal name   |  |  |  |  |  |  |  |
|---|--|--|--|--|--|--|--|
| Full legal name   |  |  |  |  |  |  |  |
| Firm NRD number (if applicable)   If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.   Street address Municipality   Province/State  |  |  |  |  |  |  |  |
| If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality County Postal code/Zip code County Telephone number Postal code/Zip code Do Type of investment fund Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Do Type of investment fund that most accurately identifies the issuer (select only one). Do Money market De Quity De County De C  |  |  |  |  |  |  |  |
| Street address   Municipality   Country   Postal code/Zip code   Telephone number   Website (if applicable) <b>b</b> Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most mestment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive and objective investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive and objective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive Investment fund issuers Is a UCITS Fund' Under the investment fund issuers Is a UCITS Fund' VYYY MM DD Is the investment fund a reporting issuer in any jurisdication of Canada? NO Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. NI NI NI ON Pe QC SK YI It the investment fund as a CUSIP number, provide below (first 6 digits only) CUSIP number It the investment fund is seukite the name of the exchange on which the investment fund's  |  |  |  |  |  |  |  |
| Municipality Province/State   Country Postal code/Zip code   Telephone number Website (if applicable) <b>b) Type of investment fund</b> Type of investment fund that most accurately identifies the issuer (select only one). Anternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Is a UCITS Fund' 'Undertaking for the Collective Investment fund issuers Is a UCITS Fund' 'Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. <b>c) Date of formation and financial year-end of the investment fund b the investment fund a reporting issuer status of the investment fund c) Date of formation c) Date of formation c) No c) Paste of canada in which the investment fund is a reporting issuer. a</b> All <b>b</b> BC <b>b</b> MB <b>b</b> NL <b>c) NT c) Public listing status of the investment fund is a ceporting issuer. c) Public listing status of the investment fund is a ceporting issuer. a</b> All <b>a</b> AB <b>b</b> C <b>b</b> MB <b>b</b> NL <b>in T c) Public listing status of the investment fund <b>c) Different fund has a CUSIP number c) Public listing status of the investment fund is digits only: <b>c) Different fund is a publicly listed, provide the name of the exchange on which the investment fund is securities primarily trade. Provide only the fully index provide the name of the exchange on which the investment fund is securities primarily trade. Provide only the fully index provide the</b></b></b>  |  |  |  |  |  |  |  |
| Country Postal code/Zip code   Telephone number Website (if applicable)     b) Type of investment fund     Type of investment fund that most accurately identifies the issuer (select only one).      Alternative strategies   Cryptoasset    Indicate whether one or both of the following apply to the investment fund.  Invests primarily in other investment fund issuers  Is a UCITs Fund*  'Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment of the investment fund.    O bate of formation and financial year-end of the investment funds  Is a UCITs of formation and financial year-end of the investment fund.  Security MM DD Financial year-end   |  |  |  |  |  |  |  |
| Telephone number Website (if applicable)   Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Indicate with the root or both of the Equity Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment of the investment fund Undertaking for the Collective investment of the investment fund Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Security MM DD Financial year-end MM DD MM DD MM DD Key, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All All All AB BC MB NB NL NT O Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number CUSIP number, provide below (first 6 digits only) CUSIP number, provide below (first 6 digits only) Indication of the investment fund If the investment fund is publicly listed, provide the name of the exchange on which the i  |  |  |  |  |  |  |  |
| b) Type of investment fund         Type of investment fund that most accurately identifies the issuer (select only one).         Money market       Equity         Alternative strategies       Cryptoasset         Indicate whether one or both of the following apply to the investment fund.         Invests primarily in other investment fund issuers         Is a UCITs Fund <sup>1</sup> 'Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.         c) Date of formation   |  |  |  |  |  |  |  |
| Type of investment fund that most accurately identifies the issuer (select only one).   Money market   Equity   Fixed income   Alternative strategies   Cryptoasset   Indicate whether one or both of the following apply to the investment fund.   Invests primarily in other investment fund issuers   Is a UCITs Fund*   ''Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.   c) Date of formation   Date of formation   YYYY   MM   DD   (Intervention function and financial year-end of Canada? No YYYY MM DD MM DD MD Class of Canada in which the investment fund is a reporting issuer. All All AB BC MB NB NL NT Public listing status of the investment fund If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. ON PE QC SK YT </td   |  |  |  |  |  |  |  |
| Money market       Equity       Fixed income       Balanced         Alternative strategies       Cryptoasset       Other (describe)   |  |  |  |  |  |  |  |
| Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Is a UCITs Fund <sup>1</sup> 'Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. c) Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Is the investment fund a reporting issuer status of the investment fund is a reporting issuer. If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB BC MB MB NB NL NT NS NU ON PE QC SK YT e) Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number   |  |  |  |  |  |  |  |
| Indicate whether one or both of the following apply to the investment fund.  Invests primarily in other investment fund issuers  Is a UCITs Fund <sup>1</sup> Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.  c) Date of formation and financial year-end of the investment fund  Date of formation and financial year-end of the investment fund  d) Reporting issuer status of the investment fund  Is the investment fund a reporting issuer in any jurisdication of Canada?  No Yes  If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.  All AB BC BC MB NB NL NT  PE QC SK YT  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  |  |  |  |  |  |  |  |
| Invests primarily in other investment fund issuers Is a UCITs Fund <sup>1</sup> "Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. c) Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Date of formation and financial year-end of the investment fund Bate of formation and financial year-end of the investment fund d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All All AB BC MB NB NL NT Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number If yes, securities primarily trade, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the   |  |  |  |  |  |  |  |
| Is a UCITs Fund   'Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. c) Date of formation and financial year-end of the investment fund   Date of formation and financial year-end of the investment fund   Date of formation   Pate of formation   YYYY   MM   DD   Financial year-end MM DD   d) Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes   If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All All AB     NS   NS   NS   ND   Public listing status of the investment fund   If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number, provide below (first 6 digits only) 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  |  |  |  |  |  |  |  |
| ''Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.         c) Date of formation and financial year-end of the investment fund         Date of formation and financial year-end of the investment fund         0       Reporting issuer status of the investment fund         Is the investment fund a reporting issuer in any jurisdication of Canada?       No         If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.         All       AB         NS       NU         ON       PE         QC       SK       YT         e) Public listing status of the investment fund         If the investment fund has a CUSIP number, provide below (first 6 digits only)         CUSIP number   |  |  |  |  |  |  |  |
| (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.         c) Date of formation and financial year-end of the investment fund         Date of formation and financial year-end of the investment fund         Date of formation         YYYY       MM         MM       DD         d) Reporting issuer status of the investment fund         Is the investment fund a reporting issuer in any jurisdication of Canada?       No         If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.         All       AB         NS       NU         ON       PE         QC       SK         YT         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  |  |  |  |  |  |  |  |
| Date of formation Financial year-end   YYYY MM   Financial year-end MM MM DD  MM DD MM Pes MB   |  |  |  |  |  |  |  |
| d) Reporting issuer status of the investment fund     Is the investment fund a reporting issuer in any jurisdication of Canada?     No   Yes     If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.     All   AB   BC   MB   NB   NL   NS   NU   ON   PE   QC   SK   YT      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  |  |  |  |  |  |  |  |
| d) Reporting issuer status of the investment fund   Is the investment fund a reporting issuer in any jurisdication of Canada?   Is the investment fund a reporting issuer in any jurisdication of Canada?   No   If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.   If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.   All AB   NS NU   ON PE   QC SK   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   |  |  |  |  |  |  |  |
| Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes  If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.  All AB BC MB NB NL NT  NS NU ON PE QC SK YT  e) Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only)  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  |  |  |  |  |  |  |  |
| If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.   Image: All AB BC MB NB NL NT   NS NU ON PE QC SK YT   e) Public listing status of the investment fund If the investment fund has a CUSIP number, provide below (first 6 digits only) 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   |  |  |  |  |  |  |  |
| All AB BC MB NB NL NT   NS NU ON PE QC SK YT   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  |  |  |  |  |  |  |  |
| 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   |  |  |  |  |  |  |  |
| 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   |  |  |  |  |  |  |  |
| 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   |  |  |  |  |  |  |  |
| CUSIP number  |  |  |  |  |  |  |  |
|   |  |  |  |  |  |  |  |
| name of an exchange and not a trading facility such as, for example, an automated trading system  |  |  |  |  |  |  |  |
| 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 \$).  |  |  |  |  |  |  |  |
| L L \$\the under \$\mathbf{S}M \qquad L \qquad \mathbf{S}M \text{ to under \$\mathbf{S}M \qquad  to |  |  |  |  |  |  |  |
| \$0 to under \$5M       \$5M to under \$25M       \$25M to under \$100M         \$100M to under \$500M       \$500M to under \$1B       \$1B or over       Date of NAV calculation:   |  |  |  |  |  |  |  |

## 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<br>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<br>connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in<br>Schedule 1 of the report.   |  |                         |   |                              |                                |                       |                                      |  |  |
|--|--|-------------------------|---|------------------------------|--------------------------------|-----------------------|--------------------------------------|--|--|
| a) Curi  | rency  |                         |   |                              |                                |                       |                                      |  |  |
| Select the o   | currency or currer   | cies in which the di    | stribution was made. Al                               | l dollar amounts provid      | led in the report m            | oust be in Canadi     | ian 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       2022       08       29         YYYY       MM       DD       YYYY       MM       DD  |  |                         |   |                              |                                |                       |                                      |  |  |
| c) Deta  | ailed purchaser  |                         |   |                              |                                |                       |                                      |  |  |
|  |  |                         | ach purchaser and a                                   | uttach the schedule          | to the complet                 | ed report             |                                      |  |  |
| -  |  |                         |   |                              |                                |                       |                                      |  |  |
|  | es of securities   |                         | utions reported on a new                              | accurity basis Defer to      | Dart 4/12) of the              | Instructions for h    | au to indicate the                   |  |  |
|  |  |                         | itions reported on a per<br>dicate the full 9-digit C |                              |                                |                       | ow to thatcate the                   |  |  |
|  |  |                         |   |                              |                                | Canadian \$           | 3                                    |  |  |
| Security code  | CUSIP number<br>(if applicable)  | Descripti               | on of security  | Number of securities         | Single or<br>lowest<br>price   | Highest price         | Total amount                         |  |  |
| U B S  | U B S 22888A108<br>Units. Each unit consists of one<br>common share and one<br>transferable share purchase<br>warrant. Each warrant entitles the<br>holder to acquire one common<br>share at a price of \$0.15 for a<br>period of 5 years. |                         | 34,653,465.0  | 0 0.1010                     |                                | 3,499,999.96          |                                      |  |  |
| e) Deta  | ails of rights and   | d convertible/excl      | hangeable securities                                  |                              |                                |                       |                                      |  |  |
| were distri  | buted, provide th  |                         | uted, provide the exerci<br>nd describe any other te  |                              |                                |                       | exchangeable securities              |  |  |
| Convertibl<br>exchangea<br>security co   | able Underlying  |                         | rcise price<br>inadian \$)<br>Highest                 | Expiry date<br>(YYYY- MM-DD) | Conversion<br>ratio            | Describe other        | Describe other items (if applicable) |  |  |
| WN   | ТСМ  | S 0.150                 | 5   | 2027-08-29 1                 |                                |                       |                                      |  |  |
| f) Sum   | mary of the dis  | tribution by jurisd     | iction and exemption                                  | <br>                         | 1                              |                       |                                      |  |  |
| 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.<br>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.<br>For jurisdictions within Canada, state the province or territory, otherwise state the country. |  |                         |   |                              |                                |                       |                                      |  |  |
|  | Province or<br>country   |                         | Exemption relied of                                   | n                            | Number of unique<br>purchasers | <sup>29</sup> Total a | mount (Canadian \$)                  |  |  |
| Briti  | ish Columbia   | NI 45-106<br>associates | 2.5 [Family, friend:<br>]                             | s and business               |                                | 2                     | 16,665.00                            |  |  |
| Briti  | ish Columbia   | NI 45-106               | NI 45-106 2.3 [Accredited investor]                   |                              |                                | 72                    | 1,938,392.00                         |  |  |
|  | Alberta  | NI 45-106               | 2.3 [Accredited inv                                   | vestor]                      |                                | 11                    | 222,200.00                           |  |  |
|  | Ontario  | NI 45-106               | 2.3 [Accredited inv                                   | vestor]                      |                                | 23                    | 418,778.01                           |  |  |
|  | Québec   | NI 45-106               | 2.3 [Accredited inv                                   | vestor]                      |                                | 6                     | 97,970.00                            |  |  |

| Saskatchewan            | NI 45-106 2.3 [Accredited investor]             | 1   | 10,100.00  |
|-------------------------|---|-----|------------|
| United States           | NI 45-106 2.3 [Accredited investor]             | 1   | 40,400.00  |
| Bahamas                 | NI 45-106 2.3 [Accredited investor]             | 1   | 101,000.00 |
| Virgin Islands, British | NI 45-106 2.3 [Accredited investor]             | 2   | 100,495.00 |
| Cayman Islands          | NI 45-106 2.3 [Accredited investor]             | 1   | 149,999.95 |
| Costa Rica              | NI 45-106 2.3 [Accredited investor]             | 1   | 25,250.00  |
| Germany                 | NI 45-106 2.3 [Accredited investor]             | 5   | 270,175.00 |
| Monaco                  | NI 45-106 2.3 [Accredited investor]             | 1   | 25,250.00  |
| Panama                  | NI 45-106 2.3 [Accredited investor]             | 1   | 45,450.00  |
| Switzerland             | NI 45-106 2.3 [Accredited investor]             | 2   | 37,875.00  |
|                         | 3,499,999.96                                    |     |            |
|                         | Total number of unique purchasers <sup>2b</sup> | 130 |            |

<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.

<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.

#### 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.<sup>3</sup> 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<br>(Canadian \$) |
|---|-------------------------------|
|   |                               |
| Total net proceeds to the investment fund |                               |

<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<br>other material<br>(YYYY-MM-DD) | Previously filed<br>with or delivered to<br>regulator?<br>(Y/N) | Date previously filed or<br>delivered<br>(YYYY-MM-DD) |
|-------------|---|---|---|
|             |   |   |   |

| ITEM 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. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b> |
| Indicate whether any compensation was paid, or will be paid, in connection with the distribution.   |

No No

✓ Yes

If yes, indicate number of persons compensated.

9

| a) Name of person compen  | a) Name of person compensated and registration status                              |                      |                    |                       |                 |   |  |  |  |
|---|--|----------------------|--------------------|-----------------------|-----------------|---|--|--|--|
| Indicate whether the person comp  | ensated is a registrant.   |                      | 🗌 No               | $\checkmark$          | Yes             |   |  |  |  |
| If the person compensated is an in  | If the person compensated is an individual, provide the name of the individual.    |                      |                    |                       |                 |   |  |  |  |
| Full legal name of individu   | ual  |                      |                    |                       |                 |   |  |  |  |
|   | Fire   | st given na          | ame                | Secondary given names |                 |   |  |  |  |
| If the person compensated is not a  | If the person compensated is not an individual, provide the following information. |                      |                    |                       |                 |   |  |  |  |
| Full legal name of  | non-individual Can   | accord Genuit        | ty Corp./Corpor    | ration Ca             | anaccord Ge     | nuity   |  |  |  |
| Firm  | n NRD number 9   | 0 0                  |                    |                       | (if ap          | plicable)   |  |  |  |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  |  |                      |                    |                       |                 |   |  |  |  |
| b) Business contact informa   | ation  |                      |                    |                       |                 |   |  |  |  |
| If a firm NRD number is not provid  | ded in Item 8 (a), provid  | e the business co    | ontact informatio  | n of the p            | person being co | ompensated.   |  |  |  |
| Street address  |  |                      |                    |                       |                 |   |  |  |  |
| Municipality  |  |                      |                    | Pi                    | rovince/State   | •   |  |  |  |
| Country   |  |                      |                    | Postal c              | ode/Zip code    |   |  |  |  |
| Email address   |  |                      |                    | Telepł                | none number     |   |  |  |  |
| c) Relationship to issuer or  | investment fund ma   | nager                | J                  |                       |                 |   |  |  |  |
|   |  |                      |                    |                       |                 | eaning of "connected" in Part B(2) of   |  |  |  |
| the Instructions and the meaning of Connect with the issuer   |  |                      | or the purposes o  | -                     | -               | n.<br>ther than an investment fund)   |  |  |  |
|   |  | -                    |                    |                       |                 |   |  |  |  |
| Director or officer of the  | investment fund or inve  | estment fund ma      | anager             | Employe               | ee of the issue | r or investment fund manager  |  |  |  |
| ✓ None of the above   |  |                      |                    |                       |                 |   |  |  |  |
| d) Compensation details   |  |                      |                    |                       |                 |   |  |  |  |
| Provide details of all compensation   |  |                      |                    |                       |                 | listribution. Provide all amounts in<br>. Do not report payments for services |  |  |  |
| incidental to the distribution, such  | as clerical, printing, leg   | al or accounting     | services. An issue | er is not re          | equired to ask  | for details about, or report on, internal                                     |  |  |  |
| allocation arrangements with the c  |  | - ·                  | individual compe   | ensated b             | y the issuer.   |   |  |  |  |
| Cash commissions paid   | 47,811.84  | +<br>                |                    | :                     | Security code 1 | Security code 2 Security code 3   |  |  |  |
| Value of all securities distributed as compensation <sup>4</sup>  |  | :                    | Security codes     |                       | W N T           |   |  |  |  |
| Describe terr   | ns of warrants, options  | 」<br>or other rights |                    |                       |                 | entitles the holder to acquire 1<br>e of \$0.15 for a 5 year period.          |  |  |  |
| Other compensation <sup>5</sup>   |  | Describe             |                    |                       |                 |   |  |  |  |
| Total compensation paid   | 47,811.84  | -                    |                    |                       |                 |   |  |  |  |
| Check box if the person will or may receive any deferred compensation (describe the terms below)  |  |                      |                    |                       |                 |   |  |  |  |
|   |  |                      |                    |                       |                 |   |  |  |  |
| <sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire<br>additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other<br>rights exercisable to acquire additional securities of the issuer.<br><sup>5</sup> Do not include deferred compensation. |  |                      |                    |                       |                 |   |  |  |  |

| a) Name of person compe   | nsated and regist   | ration   | status         |               |          |              |             |          |             |                           |              |
|---|---|----------|----------------|---------------|----------|--------------|-------------|----------|-------------|---------------------------|--------------|
| Indicate whether the person com   | pensated is a registr   | ant.     |                | 🗌 No          |          | $\checkmark$ | Yes         |          |             |                           |              |
| If the person compensated is an individual, provide the name of the individual.   |   |          |                |               |          |              |             |          |             |                           |              |
| Full legal name of individ  | lual  |          |                |               |          |              |             |          |             |                           |              |
|   | Family name   |          |                |               | First    | given na     | ame         |          | Secor       | ndary given r             | ames         |
| If the person compensated is not an individual, provide the following information.  |   |          |                |               |          |              |             |          |             |                           |              |
| Full legal name o   | Full legal name of non-individual HAYWOOD SECURITIES INC. / VALEURS MOBILIERES HAYWOOD Inc. |          |                |               |          |              |             |          |             |                           |              |
| Firm NRD number1630(if applicable)  |   |          |                |               |          |              |             |          |             |                           |              |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves  |   |          |                |               |          |              |             |          |             |                           |              |
| b) Business contact inform  | nation  |          |                |               |          |              |             |          |             |                           |              |
| If a firm NRD number is not prov  | ided in Item 8 (a), pi  | rovide t | he business co | ontact inforr | mation o | of the p     | person be   | eing com | pensated.   |                           |              |
| Street address  |   |          |                |               |          |              |             |          |             |                           |              |
| Municipality  |   |          |                |               |          | P            | rovince     | /State   |             |                           |              |
| Country   |   |          |                | ]             | Pc       | ostal c      | ode/Zip     | code     |             |                           |              |
| Email address   |   |          |                |               | -        | Telepł       | hone ni     | umber    |             |                           |              |
| c) Relationship to issuer o   | r investment fund   | mana     | iger           | _             |          |              |             |          |             |                           |              |
| 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  | Director or officer of the investment fund or investment fund manager                       |          |                |               |          |              |             |          |             |                           |              |
| ✓ None of the above   |   |          |                |               |          | 1 - 7        |             |          |             |                           |              |
| d) Compensation details   |   |          |                |               |          |              |             |          |             |                           |              |
| a) Compensation details<br>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<br>Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services<br>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<br>allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. |   |          |                |               |          |              |             |          |             |                           |              |
| Cash commissions paid   | 14,14   | 0.00     |                |               |          | :            | Security of | code 1   | Security co | de 2 Seci                 | urity code 3 |
| Value of all securities<br>distributed as compensation  |   |          | :              | Security coo  | des      | ,            | W N         | Т        |             |                           |              |
| Describe ter  | rms of warrants, opt  | ions or  | other rights   |               |          |              |             |          |             | nolder to a<br>or a 5 yea |              |
| Other compensation <sup>5</sup>   | ;   |          | Describe       |               |          |              |             |          |             |                           |              |
| Total compensation paid   | i 14,14   | 0.00     |                |               |          |              |             |          |             |                           |              |
| Check box if the person will or may receive any deferred compensation (describe the terms below)  |   |          |                |               |          |              |             |          |             |                           |              |
|   |   |          |                |               |          |              |             |          |             |                           |              |
| <sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire<br>additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other<br>rights exercisable to acquire additional securities of the issuer.<br><sup>5</sup> Do not include deferred compensation.   |   |          |                |               |          |              |             |          |             |                           |              |

| a) Name of person compen   | a) Name of person compensated and registration status                              |                   |                   |              |                 |  |  |  |  |
|--|--|-------------------|-------------------|--------------|-----------------|--|--|--|--|
| Indicate whether the person comp   | ensated is a registrant.   |                   | 🗌 No              | $\checkmark$ | Yes             |  |  |  |  |
| If the person compensated is an individual, provide the name of the individual.  |  |                   |                   |              |                 |  |  |  |  |
| Full legal name of individu  | ual  |                   |                   |              |                 |  |  |  |  |
|  | Family   | name              | Fire              | st given na  | ame             | Secondary given names                  |  |  |  |
| If the person compensated is not a   | If the person compensated is not an individual, provide the following information. |                   |                   |              |                 |  |  |  |  |
| Full legal name of   | non-individual PI F  | inancial Corp.    | /Corporation Fi   | inancièr     | e Pl            |  |  |  |  |
| Firm   | NRD number 5   | 2 9               | 0                 |              | (if a           | oplicable)                             |  |  |  |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🔽 No 🗌 Yes  |  |                   |                   |              |                 |  |  |  |  |
| b) Business contact informa  | ation  |                   |                   |              |                 |  |  |  |  |
| If a firm NRD number is not provid   | ded in Item 8 (a), provid  | e the business co | ontact informatio | n of the p   | person being c  | ompensated.                            |  |  |  |
| Street address   |  |                   |                   |              |                 |  |  |  |  |
| Municipality   |  |                   |                   | P            | rovince/State   | 9                                      |  |  |  |
| Country  |  |                   | ] I               | Postal c     | ode/Zip cod     | 9                                      |  |  |  |
| Email address  | Email address Telephone number   |                   |                   |              |                 |  |  |  |  |
| c) Relationship to issuer or   | investment fund ma   | nager             |                   |              |                 |  |  |  |  |
| Indicate the person's relationship we the Instructions and the meaning of the mea |  |                   |                   |              |                 | neaning of "connected" in Part B(2) of |  |  |  |
| Connect with the issuer  |  |                   |                   | -            | -               | m.<br>other than an investment fund)   |  |  |  |
|  |  | -                 |                   |              |                 |  |  |  |  |
| Director or officer of the   | investment fund or inve  | estment fund ma   | anager            | Employe      | ee of the issu  | er 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  | 61,141.36  | 5                 |                   |              | Security code 1 | Security code 2 Security code 3        |  |  |  |
| Value of all securities<br>distributed as compensation⁴  |  |                   | Security codes    |              | W N T           |  |  |  |  |
|  | ns of warrants, options  | or other rights   |                   |              |                 | entitles the holder to acquire 1       |  |  |  |
| Other compensation <sup>5</sup>  |  | Describe          |                   | re at an     | exercise pri    | ce of \$0.15 for a 5 year period.      |  |  |  |
| Total compensation paid  | 61,141.36  |                   |                   |              |                 |  |  |  |  |
| Check box if the person will or may receive any deferred compensation (describe the terms below)   |  |                   |                   |              |                 |  |  |  |  |
|  |  |                   |                   |              |                 |  |  |  |  |
| <sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire<br>additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other<br>rights exercisable to acquire additional securities of the issuer.<br><sup>5</sup> Do not include deferred compensation.  |  |                   |                   |              |                 |  |  |  |  |

| a) Name of person compensate  | ed and registrati  | on status                           |   |                             |                      |                          |              |             |                |   |
|---|--|-------------------------------------|---|-----------------------------|----------------------|--------------------------|--------------|-------------|----------------|---|
| Indicate whether the person compensat   | ed is a registrant.  |                                     | No No                                   | $\checkmark$                | Yes                  |                          |              |             |                |   |
| If the person compensated is an individ   | ual, provide the n   | ame of the indivi                   | dual.                                   |                             |                      |                          |              |             |                |   |
| Full legal name of individual   |  |                                     |   |                             |                      |                          |              |             |                |   |
| Family name   |  |                                     |   |                             | ame                  |                          | Secon        | ndary given | names          | _ |
| If the person compensated is not an inc   | lividual, provide th   | e following infor                   | rmation.                                |                             |                      |                          |              |             |                |   |
| Full legal name of non  | -individual LEE  | EDE JONES G                         | ABLE INC.                               |                             |                      |                          |              |             |                |   |
| Firm NR   | D number 5   | 7 7                                 | 0                                       |                             |                      | (if appl                 | icable)      |             |                |   |
| Indicate whether the person compensat   | Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves |                                     |   |                             |                      |                          |              |             |                |   |
| b) Business contact information   | I  |                                     |   |                             |                      |                          |              |             |                |   |
| If a firm NRD number is not provided ir   | n Item 8 (a), provid   | le the business c                   | ontact informati                        | on of the                   | person b             | eing com                 | pensated.    |             |                |   |
| Street address  |  |                                     |   |                             |                      |                          |              |             |                |   |
| Municipality  |  |                                     |   | Р                           | rovince              | /State                   |              |             |                |   |
| Country   |  |                                     |   | Postal c                    | code/Zip             | o code                   |              |             |                |   |
| Email address   |  |                                     |   | Telep                       | hone n               | umber                    |              |             |                |   |
| c) Relationship to issuer or inve   | stment fund ma   | inager                              |   |                             |                      |                          |              |             |                |   |
| Indicate the person's relationship with t the Instructions and the meaning of "cc   |  |                                     |   |                             |                      |                          | ning of "cor | nected" in  | Part B(2) of   |   |
| Connect with the issuer or inv  |  |                                     |   |                             | -                    |                          | er than an i | nvestmen    | t fund)        |   |
| Director or officer of the inves  | stment fund or inv   | estment fund m                      | anager 🗖                                | Employ                      | vee of the           | e issuer (               | or investme  | nt fund me  | nader          |   |
| ✓ None of the above   |  |                                     |   | Employ                      |                      |                          |              |             | nuger          |   |
|   |  |                                     |   |                             |                      |                          |              |             |                |   |
| d) Compensation details<br>Provide details of all compensation paid<br>Canadian dollars. Include cash commiss<br>incidental to the distribution, such as cle<br>allocation arrangements with the direct | ions, securities-ba<br>erical, printing, leg   | sed compensatic<br>al or accounting | on, gifts, discoun<br>services. An issu | ts or othei<br>ier is not i | r comper<br>required | nsation. E<br>to ask foi | o not repor  | t payment:  | s for services |   |
| Cash commissions paid   | 2,868.4  | 7                                   | anatviadat comp                         |                             |                      |                          |              |             |                |   |
| Value of all securities   | _,   |                                     | <b>O</b>                                | -                           | Security<br>W N      |                          | Security coo | de 2 Sec    | curity code 3  |   |
| distributed as compensation <sup>4</sup>  |  |                                     | Security codes                          |                             |                      |                          |              |             |                |   |
| Describe terms of   | warrants, options  | or other rights                     | 28,400 Warr<br>common sha               |                             |                      |                          |              |             |                |   |
| Other compensation <sup>5</sup>   |  | Describe                            |   |                             |                      |                          |              |             |                |   |
| Total compensation paid   | 2,868.4  | <u>ס</u>                            |   |                             |                      |                          |              |             |                |   |
| Check box if the person wi  | I or may receive a   | any deferred cor                    | npensation (des                         | cribe the                   | terms be             | elow)                    |              |             |                |   |
|   |  |                                     |   |                             |                      |                          |              |             |                |   |
| <sup>4</sup> Provide the aggregate value of all set<br>additional securities of the issuer. Indi<br>rights exercisable to acquire additiona<br><sup>5</sup> Do not include deferred compensational      | cate the security of security of the   | codes for all sec                   |   |                             |                      |                          |              |             |                |   |

| a) Name of person compen   | sated and regis       | stration statu     | IS                  |             |            |             |                 |                  |   |
|--|-----------------------|--------------------|---------------------|-------------|------------|-------------|-----------------|------------------|---|
| Indicate whether the person compe  | ensated is a regist   | rant.              |                     | No          |            | \ 🗸         | /es             |                  |   |
| If the person compensated is an in   | dividual, provide t   | the name of th     | ne individ          | dual.       |            |             |                 |                  |   |
| Full legal name of individu  | ıal                   |                    |                     |             |            |             |                 |                  |   |
|  |                       | Family name        |                     |             | First      | given nan   | ne              | Seco             | ondary given names                          |
| If the person compensated is not a   | n individual, prov    | ide the followi    | ng infor            | mation.     |            |             |                 |                  |   |
| Full legal name of   | non-individual        | RESEARC<br>CAPITAL | H CAPI              | TAL CO      | RPORA      | TION /      | CORPOR          | ATION REC        | HERCHE                                      |
| Firm   | NRD number            | 3 0                | 7                   | 0           |            |             | (if a           | applicable)      |   |
| Indicate whether the person compe  | ensated facilitated   | the distributi     | on throu            | gh a fund   | ling porta | al or an ii | <br>nternet-bas | ed portal.       | ✓ No 🗌 Yes                                  |
| b) Business contact informa  |                       |                    |                     | <u> </u>    |            |             |                 | •                |   |
| If a firm NRD number is not provid   |                       | provide the bu     | siness co           | ontact info | ormation   | of the pe   | erson being     | compensated.     |   |
| Street address   |                       |                    |                     |             |            |             |                 |                  |   |
| Municipality   |                       |                    |                     |             |            | Pro         | ovince/Sta      | te               |   |
| Country  |                       |                    |                     |             | Po         | ostal co    | de/Zip coo      | le               |   |
| Email address  |                       |                    |                     |             |            |             | one numb        |                  |   |
| c) Relationship to issuer or   | investment fun        | d manager          |                     |             |            |             |                 |                  |   |
| Indicate the person's relationship v   |                       | -                  | d mana              | aor (coloc  | t all that | applu) P    | lafar to the    | magning of "co   | opported" in Part P(2) of                   |
| the Instructions and the meaning of  |                       |                    |                     |             |            |             |                 |                  | minected in Furt b(2) of                    |
| Connect with the issuer  | or investment fun     | d manager          |                     |             | <u> </u>   | nsider of   | the issuer      | (other than an   | investment fund)                            |
| Director or officer of the   | investment fund o     | or investment      | fund ma             | anager      |            | Employee    | e of the iss    | uer or investme  | ent fund manager                            |
| ✓ None of the above  |                       |                    |                     |             |            |             |                 |                  |   |
| d) Compensation details  |                       |                    |                     |             |            |             |                 |                  |   |
| Provide details of all compensation  | paid, or to be pai    | d, to the perso    | on identi           | fied in Ite | m 8(a) in  | connecti    | ion with the    | distribution. P  | rovide all amounts in                       |
| Canadian dollars. Include cash com<br>incidental to the distribution, such a<br>allocation arrangements with the d | as clerical, printing | g, legal or acc    | ounting             | services. A | An issuer  | is not rea  | quired to as    |                  |   |
| Cash commissions paid  |                       | 77.60              |                     |             |            | _           | ecurity code    | 1 Security co    | ode 2 Security code 3                       |
| Value of all securities  |                       |                    |                     | <b>Na a</b> |            | N N         |                 |                  |   |
| distributed as compensation <sup>4</sup>   |                       |                    | 2                   | Security c  | odes       |             |                 |                  |   |
| Describe tern  | ns of warrants, op    | otions or other    | <sup>.</sup> rights |             |            |             |                 |                  | holder to acquire 1<br>for a 5 year period. |
| Other compensation <sup>5</sup>  |                       | De                 | escribe             |             |            |             |                 |                  |   |
| Total compensation paid  | 32,07                 | 77.60              |                     |             |            |             |                 |                  |   |
| Check box if the perso   | n will or may rece    | eive any defei     | red com             | pensatio    | n (descril | be the te   | rms below)      |                  |   |
|  |                       |                    |                     |             |            |             |                 |                  |   |
| <sup>₄</sup> Provide the aggregate value of a  | Il securities distriv | huted as com       | nensatio            | n evelue    | lina ontio | ns war      | ants or oth     | or rights overai | sable to acquire                            |
| additional securities of the issuer.<br>rights exercisable to acquire additional                                   | Indicate the secu     | urity codes for    |                     |             |            |             |                 |                  |   |
| <sup>5</sup> Do not include deferred compens   |                       |                    |                     |             |            |             |                 |                  |   |

| a) Name of person compo   | ensated and regist                               | ration               | status                         |                                     |                         |                     |                                |                                  |                              |                               |                  |
|---|--|----------------------|--------------------------------|-------------------------------------|-------------------------|---------------------|--------------------------------|----------------------------------|------------------------------|-------------------------------|------------------|
| Indicate whether the person con   | npensated is a registr                           | ant.                 |                                | 🗌 No                                |                         | $\checkmark$        | Yes                            |                                  |                              |                               |                  |
| If the person compensated is an   | individual, provide th                           | ne nam               | e of the indivi                | dual.                               |                         |                     |                                |                                  |                              |                               |                  |
| Full legal name of indivi   | dual   |                      |                                |                                     |                         |                     |                                |                                  |                              |                               |                  |
|   | F  | amily na             | ame                            |                                     | First                   | given na            | ame                            |                                  | Seco                         | ndary given                   | names            |
| If the person compensated is not  | -  |                      | -                              |                                     |                         |                     |                                |                                  |                              |                               |                  |
| Full legal name   | of non-individual                                | RAYN                 | IOND JAME                      | S LTD.                              |                         |                     |                                |                                  |                              |                               |                  |
| Fi  | rm NRD number                                    | 8                    | 2 4                            | 0                                   |                         |                     |                                | (if appl                         | icable)                      |                               |                  |
| Indicate whether the person con   | npensated facilitated                            | the dist             | tribution throu                | ıgh a fundi                         | ng porta                | ıl or an            | internet                       | t-based p                        | ortal.                       | V No                          | o 🗌 Yes          |
| b) Business contact inform  | mation   |                      |                                |                                     |                         |                     |                                |                                  |                              |                               |                  |
| If a firm NRD number is not pro   | vided in Item 8 (a), pl                          | rovide t             | he business co                 | ontact info                         | rmation o               | of the p            | person b                       | eing com                         | pensated.                    |                               |                  |
| Street address  |  |                      |                                |                                     |                         |                     |                                |                                  |                              |                               |                  |
| Municipality  |  |                      |                                |                                     |                         | Ρ                   | rovince                        | /State                           |                              |                               |                  |
| Country   |  |                      |                                |                                     | Pc                      | ostal c             | ode/Zip                        | o code                           |                              |                               |                  |
| Email address   |  |                      |                                |                                     | -                       | Telepl              | hone n                         | umber                            |                              |                               |                  |
| c) Relationship to issuer of  | or investment fund                               | mana                 | iger                           | -                                   |                         |                     |                                |                                  |                              |                               |                  |
| Indicate the person's relationshi<br>the Instructions and the meanin  |  |                      |                                |                                     |                         |                     |                                |                                  | ning of "co                  | nnected" in                   | Part B(2) of     |
| Connect with the issue  | -  |                      |                                |                                     |                         | -                   | •                              |                                  | er than an                   | investment                    | fund)            |
| Director or officer of th   |  |                      | -                              | anager                              |                         |                     |                                |                                  |                              | ent fund ma                   | ,                |
| <ul> <li>✓ None of the above</li> </ul>   |  |                      |                                | anagor                              |                         | mpioy               |                                |                                  |                              |                               | liagor           |
|   |  |                      |                                |                                     |                         |                     |                                |                                  |                              |                               |                  |
| d) Compensation details<br>Provide details of all compensati<br>Canadian dollars. Include cash co<br>incidental to the distribution, suc<br>allocation arrangements with the            | ommissions, securitie<br>h as clerical, printing | s-based<br>, legal ( | l compensatio<br>or accounting | on, gifts, dis<br>services. A       | counts o<br>n issuer i  | r other<br>is not r | <sup>.</sup> comper<br>equired | nsation. E<br>to ask foi         | Do not repo                  | rt payments                   | s for services   |
| Cash commissions pa   | id 14,54   | 4.00                 |                                |                                     |                         |                     | Security                       | code 1                           | Security co                  | de 2 Sec                      | urity code 3     |
| Value of all securities<br>distributed as compensatior  |  |                      | \$                             | Security co                         | des                     | ,                   | W N                            | Т                                |                              |                               |                  |
| Describe te   | erms of warrants, opt                            | ions or              | other rights                   |                                     |                         |                     |                                |                                  |                              | nolder to a<br>for a 5 yea    |                  |
| Other compensation  | 1 <sup>5</sup>                                   |                      | Describe                       |                                     |                         |                     |                                |                                  |                              |                               |                  |
| Total compensation pai  | d 14,54  | 4.00                 |                                |                                     |                         |                     |                                |                                  |                              |                               |                  |
| Check box if the per  | son will or may rece                             | ive any              | deferred con                   | npensation                          | (describ                | be the              | terms be                       | elow)                            |                              |                               |                  |
|   |  |                      |                                |                                     |                         |                     |                                |                                  |                              |                               |                  |
| <sup>4</sup> Provide the aggregate value o<br>additional securities of the issu<br>rights exercisable to acquire ad<br><sup>5</sup> Do not include deferred competi-<br><sup>5</sup> Do | er. Indicate the secu<br>Iditional securities of | rity coa             | les for all secu               | on, <u>excludi</u><br>urities distr | ing option<br>ibuted as | ns, wai<br>s comp   | rrants or<br>pensatio          | r other rig<br>on, <u>includ</u> | nhts exercis<br>ling options | sable to acc<br>s, warrants o | uire<br>סr other |

| 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, pr   | ovide the name of the indivi  | dual.                                 |  |                              |  |  |  |
| Full legal name of individual  |   |                                       |  |                              |  |  |  |
|  | Family name   | First given r                         | name Sec   | ondary given names           |  |  |  |
| If the person compensated is not an individua  | l, provide the following info   | rmation.                              |  |                              |  |  |  |
| Full legal name of non-indivi  | dual CIBC WORLD MA  | ARKETS INC./MARCH                     | IES MONDIAUX CIBC II   | NC.                          |  |  |  |
| Firm NRD nur   | nber 3 8 5  | 0                                     | (if applicable)  |                              |  |  |  |
| Indicate whether the person compensated fac  | litated the distribution throu  | ugh a funding portal or a             | n internet-based portal.   | 🖌 No 🗌 Yes                   |  |  |  |
| b) Business contact information  |   |                                       |  |                              |  |  |  |
| If a firm NRD number is not provided in Item   | 8 (a), provide the business c   | ontact information of the             | person being compensated.  |                              |  |  |  |
| Street address   |   |                                       |  |                              |  |  |  |
| Municipality   |   | F                                     | Province/State   |                              |  |  |  |
| Country  |   | Postal                                | code/Zip code  |                              |  |  |  |
| Email address  |   | Telep                                 | phone number   |                              |  |  |  |
| c) Relationship to issuer or investmer   | nt fund manager   |                                       |  |                              |  |  |  |
| Indicate the person's relationship with the issu the Instructions and the meaning of "control"   |   |                                       |  | onnected" in Part B(2) of    |  |  |  |
| Connect with the issuer or investme  |   | · · · _ ·                             | -  | investment fund)             |  |  |  |
|  | <ul> <li>Connect with the issuer or investment fund manager</li> <li>Insider of the issuer (other than an investment fund)</li> <li>Director or officer of the investment fund or investment fund manager</li> <li>Employee of the issuer or investment fund manager</li> </ul> |                                       |  |                              |  |  |  |
|  | fund of investment fund in  |                                       |  | ent fund manager             |  |  |  |
| ✓ None of the above  |   |                                       |  |                              |  |  |  |
| d) Compensation details  |   | · · · · · · · · · · · · · · · · · · · |  |                              |  |  |  |
| Provide details of all compensation paid, or to<br>Canadian dollars. Include cash commissions, s   |   |                                       |  |                              |  |  |  |
| incidental to the distribution, such as clerical, p<br>allocation arrangements with the directors, off   |   |                                       |  | bout, or report on, internal |  |  |  |
| Cash commissions paid  | 1,212.00  |                                       |  |                              |  |  |  |
| Value of all securities  |   | -                                     | Security code 1         Security c           W         N         T | ode 2 Security code 3        |  |  |  |
| distributed as compensation <sup>4</sup>   |   | Security codes                        |  |                              |  |  |  |
| Describe terms of warra  | nts, options or other rights  |                                       | ach warrant entitles the h<br>a exercise price of \$0.15           |                              |  |  |  |
| Other compensation <sup>5</sup>  | Describe  |                                       |  |                              |  |  |  |
| Total compensation paid  | 1,212.00  |                                       |  |                              |  |  |  |
| Check box if the person will or ma   | ay receive any deferred cor   | npensation (describe the              | terms below)   |                              |  |  |  |
|  |   |                                       |  |                              |  |  |  |
| <sup>4</sup> Provide the aggregate value of all securities   | distributed as compensation   | on. excluding options wa              | arrants or other rights exerci                                     | isable to acquire            |  |  |  |
| additional securities of the issuer. Indicate the rights exercisable to acquire additional securities of the security of the s | e security codes for all sec  |                                       |  |                              |  |  |  |
| <sup>5</sup> Do not include deferred compensation.   |   |                                       |  |                              |  |  |  |

| a) Name of person compe  | ensated and regis   | tration                | status                         |  |                              |                     |                     |                                |                             |                           |                  |
|--|---|------------------------|--------------------------------|--|------------------------------|---------------------|---------------------|--------------------------------|-----------------------------|---------------------------|------------------|
| Indicate whether the person com  | pensated is a registr   | ant.                   |                                | No No                                  |                              | <ul><li>✓</li></ul> | Yes                 |                                |                             |                           |                  |
| If the person compensated is an  | individual, provide ti  | he nam                 | e of the indivi                | dual.                                  |                              |                     |                     |                                |                             |                           |                  |
| Full legal name of indivi  | dual  |                        |                                |  |                              |                     |                     |                                |                             |                           |                  |
|  | F   | amily na               | ame                            | •                                      | First gi                     | iven nar            | me                  |                                | Secor                       | ndary given n             | names            |
| If the person compensated is not   |   |                        | -                              |  |                              |                     |                     |                                |                             |                           |                  |
| Full legal name of   | of non-individual   | RED (                  | CLOUD SEC                      | URITIES                                | INC.                         |                     |                     |                                |                             |                           |                  |
| Fir  | m NRD number  | 6                      | 2 8                            | 1                                      | 0                            |                     |                     | (if appli                      | cable)                      |                           |                  |
| Indicate whether the person com  | pensated facilitated  | the dist               | tribution throu                | ıgh a fundin                           | g portal                     | or an i             | internet            | -based p                       | ortal.                      | ✓ No                      | > 🗌 Yes          |
| b) Business contact inform   | nation  |                        |                                |  |                              |                     |                     |                                |                             |                           |                  |
| If a firm NRD number is not prov   | vided in Item 8 (a), p  | rovide t               | he business co                 | ontact inforn                          | nation of                    | f the pe            | erson be            | eing com                       | pensated.                   |                           |                  |
| Street address   |   |                        |                                |  |                              |                     |                     |                                |                             |                           |                  |
| Municipality   |   |                        |                                |  |                              | Pro                 | ovince              | /State                         |                             |                           |                  |
| Country  |   |                        |                                |  | Pos                          | stal co             | ode/Zip             | code                           |                             |                           |                  |
| Email address  |   |                        |                                |  | Т                            | eleph               | one nu              | umber                          |                             |                           |                  |
| c) Relationship to issuer c  | or investment func  | l mana                 | iger                           | <u> </u>                               |                              |                     |                     |                                |                             |                           |                  |
| Indicate the person's relationship<br>the Instructions and the meaning   |   |                        |                                |  |                              |                     |                     |                                | ning of "cor                | nected" in                | Part B(2) of     |
|  |   |                        |                                |  |                              |                     | -                   |                                | er than an i                | nvestment                 | fund)            |
|  | <ul> <li>Connect with the issuer or investment fund manager</li> <li>Insider of the issuer (other than an investment fund)</li> <li>Director or officer of the investment fund or investment fund manager</li> <li>Employee of the issuer or investment fund manager</li> </ul> |                        |                                |  |                              |                     |                     |                                |                             |                           |                  |
|  |   | 1 111000               |                                | liager                                 |                              | прюус               |                     | , 135001 0                     | i investine                 |                           | lager            |
|  |   |                        |                                |  |                              |                     |                     |                                |                             |                           |                  |
| d) Compensation details<br>Provide details of all compensation<br>Canadian dollars. Include cash co-<br>incidental to the distribution, such<br>allocation arrangements with the | ommissions, securitie<br>h as clerical, printing  | es-based<br>1, legal d | l compensatio<br>or accounting | n, gifts, disco<br>services. An        | ounts or<br>issuer is        | other of not re     | compen<br>quired t  | sation. D<br>to ask for        | o not repor                 | t payments                | for services     |
| Cash commissions paid  | d 17,57   | 0.00                   |                                |  |                              | S                   | Security of         | code 1                         | Security co                 | de 2 Seci                 | urity code 3     |
| Value of all securities distributed as compensation  |   |                        | S                              | Security cod                           | es                           | V                   | V N                 | Т                              |                             |                           |                  |
| Describe te  | rms of warrants, op   | tions or               | other rights                   |  |                              |                     |                     |                                |                             | older to a                |                  |
| Other compensation   | 5   |                        | Describe                       |  |                              |                     |                     | •                              |                             |                           |                  |
| Total compensation paid  | d 17,57   | 0.00                   |                                |  |                              |                     |                     |                                |                             |                           |                  |
| Check box if the pers  | son will or may rece  | ive any                | deferred con                   | npensation (                           | describe                     | e the te            | erms be             | elow)                          |                             |                           |                  |
|  |   |                        |                                |  |                              |                     |                     |                                |                             |                           |                  |
| <sup>4</sup> Provide the aggregate value of<br>additional securities of the issue<br>rights exercisable to acquire ad<br><sup>5</sup> Do not include deferred compe              | er. Indicate the secu<br>ditional securities of   | rity cod               | les for all secu               | on, <u>excludin</u><br>urities distrib | <u>g</u> options<br>outed as | s, warr<br>compe    | rants or<br>ensatio | other rig<br>n, <u>includi</u> | hts exercis<br>ing options, | able to acq<br>warrants c | uire<br>or other |

| a) Name of person comp  | ensated and registra  | ation status                            |   |                             |                                  |  |  |  |
|---|---|---|---|-----------------------------|----------------------------------|--|--|--|
| Indicate whether the person con   | npensated is a registrar  | ot.                                     | No No                                       | ΎΥ                          | ′es                              |  |  |  |
| If the person compensated is an   | individual, provide the   | name of the indivi                      | dual.                                       |                             |                                  |  |  |  |
| Full legal name of indiv  | idual   |   |   |                             |                                  |  |  |  |
|   | Far   | nily name                               | Firs  | t given nam                 | ne                               | Secondary given names  |  |  |
| If the person compensated is no   | t an individual, provide  | the following infor                     | mation.                                     |                             |                                  |  |  |  |
| Full legal name   | of non-individual G   | LORES SECUR                             | ITIES INC                                   |                             |                                  |  |  |  |
| Fi  | rm NRD number   | 7 0 1                                   | 8 0   |                             | (if app                          | blicable)  |  |  |
| Indicate whether the person con   | Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves  |   |   |                             |                                  |  |  |  |
| b) Business contact infor   | mation  |   |   |                             |                                  |  |  |  |
| If a firm NRD number is not pro   | vided in Item 8 (a), pro  | vide the business co                    | ontact information                          | n of the per                | rson being cor                   | mpensated.   |  |  |
| Street address  |   |   |   |                             |                                  |  |  |  |
| Municipality  |   |   |   | Pro                         | vince/State                      |  |  |  |
| Country   |   |   | F   | Postal cod                  | de/Zip code                      |  |  |  |
| Email address   |   |   |   | Telepho                     | one number                       |  |  |  |
| c) Relationship to issuer   | or investment fund n  | nanager                                 | <u></u>                                     |                             |                                  |  |  |  |
|   |   |   |   |                             |                                  | aning 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) |   |   |                             |                                  |  |  |  |
|   |   | -                                       |   |                             |                                  |  |  |  |
|   | ne investment fund or i   | nvestment luna ma                       |   | Employee                    | or the issuer                    | or investment fund manager   |  |  |
| ✓ None of the above   |   |   |   |                             |                                  |  |  |  |
| d) Compensation details   |   |   |   |                             |                                  |  |  |  |
| Canadian dollars. Include cash c  | ommissions, securities-<br>ch as clerical, printing, l  | based compensatic<br>egal or accounting | on, gifts, discounts<br>services. An issuer | or other co<br>r is not req | ompensation.<br>Juired to ask fo | stribution. Provide all amounts in<br>Do not report payments for services<br>for details about, or report on, internal |  |  |
| Cash commissions pa   | id 3,999  | .60                                     |   | Se                          | ecurity code 1                   | Security code 2 Security code 3  |  |  |
| Value of all securitie<br>distributed as compensation   |   |   | Security codes                              | W                           | N T                              |  |  |  |
|   | erms of warrants, optio   | ns or other rights                      |   |                             |                                  | titles the holder to acquire 1<br>e of \$0.15 for a 5 year period.   |  |  |
| Other compensatior  | ٦ <sup>5</sup>  | Describe                                |   |                             |                                  |  |  |  |
| Total compensation pa   | id 3,999.   | 60                                      |   |                             |                                  |  |  |  |
| Check box if the per  | rson will or may receive  | e any deferred cor                      | npensation (descr                           | ribe the ter                | rms below)                       |  |  |  |
|   |   |   |   |                             |                                  |  |  |  |
| <sup>4</sup> Provide the aggregate value of<br>additional securities of the issuring<br>rights exercisable to acquire ad<br><sup>5</sup> Do not include deferred compo-<br><sup>5</sup> Do not include deferred compo-<br><sup>6</sup> Do not include deferred compo- | er. Indicate the securit<br>dditional securities of th  | y codes for all sec                     |   |                             |                                  |  |  |  |

| ITEM 9 - DIRECTORS, EXECU  | TIVE OFFICERS          | AND PROMOT            | ERS OF THE ISS                  | SUER   |                   |          |   |    |  |
|--|------------------------|-----------------------|---------------------------------|--|-------------------|----------|---|----|--|
| If the issuer is an investment fund  | d, do not complete     | Item 9. Procced to    | Item 10.                        |  |                   |          |   |    |  |
| Indicate whether the issuer is any o   | f the following (seled | ct the one that appli | es - if more than one           | applies, select onl                          | y one).           |          |   |    |  |
| <ul><li>Reporting issuer in any juris</li></ul>  | diction of Canada      |                       |                                 |  |                   |          |   |    |  |
| Foreign public issuer  |                        |                       |                                 |  |                   |          |   |    |  |
| Wholly owned subsidiary of   | a reporting issuer i   | n any jurisdiction of | Canada <sup>6</sup>             |  |                   |          |   |    |  |
| Provide nar  | ne of reporting issue  | ər                    |                                 |  |                   |          |   | ]  |  |
| Wholly owned subsidiary of   | a foreign public iss   | suer <sup>6</sup>     |                                 |  |                   |          |   |    |  |
| Provide name of  | foreign public issue   | er                    |                                 |  |                   |          |   |    |  |
| Issuer distributing only eligi   | ble foreign securitie  | s and the distributio | n is to permitted clie          | ents only <sup>7</sup>                       |                   |          |   |    |  |
| If the issuer is at least one of the   | above, do not com      | plete Item 9(a) – (   | c). Proceed to Item             | 10.  |                   |          |   |    |  |
| <sup>6</sup> An 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.<br><sup>7</sup> Check 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 officer  | s and promoters        | of the issuer         |                                 |  |                   |          |   |    |  |
| Provide the following information for territory; otherwise state the country.  |                        |                       |                                 |  |                   | tate the | province  | or |  |
| Organization or company name   | Family name            | First given name      | Secondary given Secondary given |  |                   |          | elationship to issuer<br>select all that apply) |    |  |
|  |                        |                       |                                 | Province or                                  | country           | D        | 0   | Р  |  |
|  |                        |                       |                                 |  |                   |          |   |    |  |
| b) Promoter information  |                        |                       |                                 |  |                   |          |   |    |  |
| If the promoter listed above is not ar<br>within Canada, state the province or   |                        |                       |                                 |  |                   |          |   |    |  |
| Organization or company name   | Family name            | First given name      | Secondary given names           | Residential<br>jurisdiction of<br>individual | Rela<br>(select c |          | to promo<br>oth if app                          |    |  |
|  |                        |                       |                                 | Province or                                  | D                 |          | 0   |    |  |
|  |                        |                       |                                 | country                                      |                   |          |   |    |  |
|  |                        |                       |                                 | country                                      |                   |          |   |    |  |

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 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/<br>investment fund manager/agent | Cruz Battery Metals Corp.      |                              |        |     |    |      |  |  |
|--|--------------------------------|------------------------------|--------|-----|----|------|--|--|
| Full legal name  | Nelson                         | C                            | Corey  | rey |    |      |  |  |
|  | Family name                    | Family name First given name |        |     |    | ames |  |  |
| Title  | President, Secretary, Director |                              |        |     |    |      |  |  |
| Telephone number   | 6048999150                     | Email address                | info@c | om  |    |      |  |  |
| Signature  | James Nelson                   | Date                         | 2022   | 09  | 01 |      |  |  |
|  |                                |                              | 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 individual certifying the report

| Full legal name  | Cai                     | Cindy            |              |             | Title      | CFO |
|------------------|-------------------------|------------------|--------------|-------------|------------|-----|
|                  | Family name             | First given name | Secondary    | given names |            |     |
| Name of company  | Cruz Battery Metals Cor | р.               |              |             |            |     |
| Telephone number | 6046466908              | E                | mail address | cindy@coco  | capital.ca | a   |

#### 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.