# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9709165

| ITEM 1 - REPORT TYPE  |                                    |                                |                               |                 |  |  |  |  |
|---|------------------------------------|--------------------------------|-------------------------------|-----------------|--|--|--|--|
| ✓ New report  |                                    |                                |                               |                 |  |  |  |  |
| ☐ Amended report If amer  | nded, provide filing date          | of report that is being        | amended                       | (YYYY-MM-DD)    |  |  |  |  |
| ITEM 2 - PARTY CERTIFYING THE   | REPORT                             |                                |                               |                 |  |  |  |  |
| Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106. |                                    |                                |                               |                 |  |  |  |  |
| Investment fund issuer  | nous Disclosure and the comp       | umon policy to W. OT 100.      |                               |                 |  |  |  |  |
| ✓ Issuer (other than an inves   | tment fund)                        |                                |                               |                 |  |  |  |  |
| Underwriter   | unoni rana)                        |                                |                               |                 |  |  |  |  |
|   |                                    |                                |                               |                 |  |  |  |  |
| ITEM 3 - ISSUER NAME AND OT   |                                    |                                |                               |                 |  |  |  |  |
| Provide the following information about th  |                                    |                                | d.                            |                 |  |  |  |  |
| Full legal name   | Sixth Wave Innovations             | S Inc.                         |                               |                 |  |  |  |  |
| Previous full legal name  |                                    |                                |                               |                 |  |  |  |  |
| If the issuer's name changed in the   | e last 12 months, provide most     | recent previous legal name.    |                               |                 |  |  |  |  |
| Website   |                                    | (if appli                      | cable)                        |                 |  |  |  |  |
| If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".  |                                    |                                |                               |                 |  |  |  |  |
| Legal entity identifier   |                                    |                                |                               |                 |  |  |  |  |
| If two or more issuers distributed a single s   | ecurity, provide the full legal no | ame(s) of the co-issuer(s) oth | er than the issuer named abov | ve.             |  |  |  |  |
| Full legal name(s) of co-issuer(s)  |                                    | (if appli                      | cable)                        |                 |  |  |  |  |
| ITEM A LINDEDWEITED INCOME  | IATION                             |                                |                               |                 |  |  |  |  |
| ITEM 4 - UNDERWRITER INFORM   |                                    |                                |                               |                 |  |  |  |  |
| If an underwriter is completing the report, p   | provide the underwriter's full le  | gal name and firm NRD nun      | ber.                          | $\neg$          |  |  |  |  |
| Full legal name   |                                    |                                |                               |                 |  |  |  |  |
| Firm NRD number (if applicable)   |                                    |                                |                               |                 |  |  |  |  |
| If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.   |                                    |                                |                               |                 |  |  |  |  |
| Street address  |                                    |                                |                               |                 |  |  |  |  |
| Municipality  |                                    | Province/Sta                   | te                            |                 |  |  |  |  |
| Country   |                                    | Postal code/Zip co             | de                            |                 |  |  |  |  |
| Telephone number  |                                    | Webs                           | ite                           | (if applicable) |  |  |  |  |

| Item 5 - Issuer Information  |
|--|
| If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.  |
| a) Primary industry  |
| Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.   |
| NAICS industry code 5 4 1 7 1 0  |
| If the issuer is in the <b>mining industry</b> , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. |
| Exploration Development Production   |
| Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.  Mortgages Real estate Commercial/business debt Consumer debt Private companies                                      |
| Infortgages Real estate Commercial/business debt Consumer debt Private companies   |
| 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 6 0 7 9  |
| If the issuer does not have SEDAR profile complete item 5(d) - (h).  |
| d) Head office address   |
| Street address Province/State  |
| Municipality Postal code/Zip code  |
| Country Telephone number   |
| e) Date of formation and financial year-end  |
| Date of formation Financial year-end MM DD Financial year-end  |
| 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 |
|------------------------|------------------------|-------------------------|
| \$100M to under \$500M | ☐ \$500M to under \$1B | \$1B or over            |

| ITEM 6 - INVESTMENT   | FUND ISSUER INFORMATION  |  |  |  |  |  |
|---|--|--|--|--|--|--|
| If the issuer is an inves   | tment fund, provide the following information.   |  |  |  |  |  |
| a) Investment fund ma   | anager information   |  |  |  |  |  |
| Full legal name   |  |  |  |  |  |  |
| Firm NRD number   | (if applicable)  |  |  |  |  |  |
| If the investment fund mand   | ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.  |  |  |  |  |  |
| Street address  |  |  |  |  |  |  |
| Municipality  | Province/State   |  |  |  |  |  |
| Country   | Postal code/Zip code   |  |  |  |  |  |
| Telephone number  | Website (if applicable)  |  |  |  |  |  |
| b) Type of investment   | fund   |  |  |  |  |  |
| Type of investment fund tha   | nt most accurately identifies the issuer (select only one) .   |  |  |  |  |  |
| Money market  | ☐ Equity ☐ Fixed income ☐ Balanced   |  |  |  |  |  |
| Alternative strateg   | gies Cryptoasset Other (describe)  |  |  |  |  |  |
| Indicate whether one or bot   | h of the following apply to the investment fund .  |  |  |  |  |  |
| Invests primarily in  | n other investment fund issuers  |  |  |  |  |  |
| ☐ Is a UCITs Fund¹  |  |  |  |  |  |  |
| <sup>1</sup> Undertaking for the Collec<br>(EU) directives that allow c   | tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union 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 Financial year-end MM DD MM DD  |  |  |  |  |  |  |
| d) Reporting issuer st  | atus of the investment fund  |  |  |  |  |  |
| Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes  |  |  |  |  |  |  |
| If yes, select the jurisdictions  | s of Canada in which the investment fund is a reporting issuer.  |  |  |  |  |  |
| ☐ AII ☐   | AB BC MB NB NL NT  |  |  |  |  |  |
| □ NS □  | NU ON PE QC SK YT  |  |  |  |  |  |
| e) Public listing status  | s of the investment fund   |  |  |  |  |  |
| If the investment fund has a  | CUSIP number, provide below (first 6 digits only)  |  |  |  |  |  |
| CUSIP number  |  |  |  |  |  |  |
| If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the |  |  |  |  |  |  |
| name of an exchange and not a trading facility such as, for example, an automated trading system.  Exchange name  |  |  |  |  |  |  |
| -   | AV) of the investment fund   |  |  |  |  |  |
| Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).  |  |  |  |  |  |  |
| \$0 to under \$5M   | s5M to under \$25M s25M to under \$100M  |  |  |  |  |  |
| \$100M to under \$500   | DM \$500M to under \$1B \$1B or over Date of NAV calculation:  YYYY MM DD  |  |  |  |  |  |

## **ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION**

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

| a) | Currency |
|----|----------|
|----|----------|

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

#### 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 2021 12 23

YYYY MM DD

End date 2021 12 23

#### c) Detailed purchaser information

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

#### d) Types of securities distributed

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

|  |   |                              |   |  |                              |               | Canadian \$  |              |
|--|---|------------------------------|---|--|------------------------------|---------------|--------------|--------------|
| Security code CUSIP number (if applicable) |   | CUSIP number (if applicable) | Description of security  Number of securities |  | Single or<br>lowest<br>price | Highest price | Total amount |              |
| L  | В | 8                            |   | Units consisting of one common share and one common share purchase warrant | 5,160,000.00                 | 0.2000        | 0.2000       | 1,032,000.00 |

#### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

| exch | nvertib<br>nangea<br>urity c | able |   | derlyi |   |        | se price<br>idian \$) | Expiry date<br>(YYYY- MM-DD) | Conversion ratio | Describe other items (if applicable)  |  |
|------|------------------------------|------|---|--------|---|--------|-----------------------|------------------------------|------------------|---|--|
|      |                              |      |   |        |   | Lowest | Highest               |                              |                  |   |  |
| W    | N                            | Т    | С | М      | S | 0.3500 | 0.3500                | 2023-12-23                   | 1:1              | Each Warrant entitling the holder to purchase one additional Common Share at an exercise price of \$0.35 for a period of 24 months after the date hereof. |  |

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

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

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

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

| Province or country | Exemption relied on                                     | Number of unique <sup>28</sup> purchasers | Total amount (Canadian \$) |
|---------------------|---|---|----------------------------|
| British Columbia    | NI 45-106 2.3 [Accredited investor]                     | 14  | 410,000.00                 |
| British Columbia    | NI 45-106 2.5 [Family, friends and business associates] | 5   | 75,000.00                  |
| Alberta             | NI 45-106 2.3 [Accredited investor]                     | 2   | 40,000.00                  |
| New Brunswick       | NI 45-106 2.3 [Accredited investor]                     | 1   | 5,000.00                   |

| Ontario        | NI 45-106 2.3 [Accredited investor]                                    | 1 | 7,000.00   |  |  |  |
|----------------|--|---|------------|--|--|--|
| Mexico         | Distributions to purchasers outside of local jurisdiction (BC, AB, NB) | 1 | 50,000.00  |  |  |  |
| United States  | Distributions to purchasers outside of local jurisdiction (BC, AB, NB) | 1 | 10,000.00  |  |  |  |
| Paraguay       | Distributions to purchasers outside of local jurisdiction (BC, AB, NB) | 2 | 120,000.00 |  |  |  |
| United Kingdom | Distributions to purchasers outside of local jurisdiction (BC, AB, NB) | 1 | 75,000.00  |  |  |  |
| Switzerland    | Distributions to purchasers outside of local jurisdiction (BC, AB, NB) | 2 | 240,000.00 |  |  |  |
|                | Total dollar amount of securities distributed                          |   |            |  |  |  |
|                |  |   |            |  |  |  |

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

## g) Net proceeds to the investment fund by jurisdiction

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

| Province or country                       | Net proceeds<br>(Canadian \$) |
|---|-------------------------------|
|   |                               |
| Total net proceeds to the investment fund |                               |

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

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

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

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

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

<sup>&</sup>lt;sup>2b</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

| Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution.  Complete additional copies of this page if more than one person was, or will be, compensated.  Indicate whether any compensation was paid, or will be paid, in connection with the distribution.  No V Yes If yes, indicate number of persons compensated. | ITEM 8 - COMPENSATION INFORMATION   |  |  |  |  |  |  |
|--|---|--|--|--|--|--|--|
|  |   |  |  |  |  |  |  |
| No ✓ Yes If yes, indicate number of persons compensated.   | Indicate whether any compensation was paid, or will be paid, in connection with the distribution. |  |  |  |  |  |  |
|  | No ✓ Yes If yes, indicate number of persons compensated. 4  |  |  |  |  |  |  |

| a) Name of person compe   | ensated and regis  | stration status   |          |            |         |              |           |            |                                 |
|---|--|-------------------|----------|------------|---------|--------------|-----------|------------|---------------------------------|
| Indicate whether the person con   | npensated is a regist  | rant.             |          | ☐ No       |         | $\checkmark$ | Yes       |            |                                 |
| If the person compensated is an   | individual, provide  | the name of the   | individ  | ual.       |         |              |           |            |                                 |
| Full legal name of indivi   | idual  |                   |          |            |         |              |           |            |                                 |
|   |  | Family name       |          |            | Firs    | t given na   | ame       |            | Secondary given names           |
| If the person compensated is no   | If the person compensated is not an individual, provide the following information. |                   |          |            |         |              |           |            |                                 |
| Full legal name   | Full legal name of non-individual PI Financial Corp./Corporation Financière PI     |                   |          |            |         |              |           |            |                                 |
| Fi  | rm NRD number  | 5 2               | 9        | 0          |         |              |           | (if appl   | icable)                         |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  |  |                   |          |            |         |              |           |            |                                 |
| b) Business contact inform  | b) Business contact information  |                   |          |            |         |              |           |            |                                 |
| If a firm NRD number is not pro   | vided in Item 8 (a), ¡   | provide the busin | ness coi | ntact info | mation  | of the p     | oerson b  | eing com   | pensated.                       |
| Street address  |  |                   |          |            |         |              |           |            |                                 |
| Municipality  |  |                   |          |            |         | Р            | rovince   | e/State    |                                 |
| Country   |  |                   |          |            | Р       | ostal c      | ode/Zip   | o code     |                                 |
| Email address   |  |                   |          |            |         | Telepl       | hone n    | umber      |                                 |
| c) Relationship to issuer   | or investment fund   | d manager         |          |            |         |              |           |            |                                 |
| Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of  |  |                   |          |            |         |              |           |            |                                 |
| the Instructions and the meaning  | g of "control" in sect   | tion 1.4 of NI 45 | -106 fo  | r the purp | oses of | comple       | ting this | s section. |                                 |
| Connect with the issue  | er or investment fun   | d manager         |          |            |         | Insider      | of the is | suer (oth  | er than an investment fund)     |
| Director or officer of the  | ne investment fund o   | or investment fu  | ınd mar  | nager      |         | Employ       | ee of th  | e issuer o | 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 pa   | id 9,5   | 90.00             |          |            |         |              | Security  | code 1     | Security code 2 Security code 3 |
| Value of all securities distributed as compensation   | -  |                   | S        | ecurity co | des     |              | C M       |            | W N T                           |
| Describe terms of warrants, options or other rights  47,950 finder's warrants. Each Finder's Warrant entitles the holder to purchase one Common Share at an exercise price of \$0.35 per Common Share for a period of 24 months after the date hereof.  |  |                   |          |            |         |              |           |            |                                 |
| Other compensation  | n <sup>5</sup>   | Des               | cribe    |            |         |              |           |            |                                 |
| Total compensation pai  | 9,59   | 90.00             | ·        |            |         |              |           |            |                                 |
| Check box if the per  | son will or may rece   | eive any deferre  | ed comp  | pensation  | (descr  | ibe the      | terms b   | elow)      |                                 |
|   |  |                   |          |            |         |              |           |            |                                 |
| <sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire ad <sup>5</sup> Do not include deferred compe  | er. Indicate the secu<br>Iditional securities o                                    | urity codes for a |          |            |         |              |           |            |                                 |

| a) Name of person comp  | ensated and regis  | tration status    |          |             |         |              |           |            |                                     |
|---|--|-------------------|----------|-------------|---------|--------------|-----------|------------|-------------------------------------|
| Indicate whether the person con   | npensated is a regist                                    | rant.             |          | ☐ No        |         | $\checkmark$ | Yes       |            |                                     |
| If the person compensated is an   | individual, provide                                      | the name of the   | individ  | dual.       |         |              |           |            |                                     |
| Full legal name of indivi   | idual  |                   |          |             |         |              |           |            |                                     |
|   |  | Family name       |          |             | First   | t given n    | ame       |            | Secondary given names               |
| If the person compensated is not an individual, provide the following information.  |  |                   |          |             |         |              |           |            |                                     |
| Full legal name   | Full legal name of non-individual LEEDE JONES GABLE INC. |                   |          |             |         |              |           |            |                                     |
| Fi  | rm NRD number  | 5 7               | 7        | 0           |         |              |           | (if appli  | icable)                             |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  V No Yes  |  |                   |          |             |         |              |           |            |                                     |
| b) Business contact information   |  |                   |          |             |         |              |           |            |                                     |
| If a firm NRD number is not pro   | vided in Item 8 (a), p                                   | provide the busi  | ness co  | ntact info  | rmation | of the p     | person b  | eing com   | pensated.                           |
| Street address  |  |                   |          |             |         |              |           |            |                                     |
| Municipality  |  |                   |          |             |         | Р            | rovince   | e/State    |                                     |
| Country   |  |                   |          |             | Р       | ostal c      | ode/Zip   | o code     |                                     |
| Email address   |  |                   |          |             |         | Telep        | hone n    | umber      |                                     |
| c) Relationship to issuer   | or investment fund                                       | d manager         |          |             |         |              |           |            |                                     |
|   |  |                   |          |             |         |              |           |            | ning of "connected" in Part B(2) of |
| the Instructions and the meanin   | -  |                   | - 106 Ju | or tne purp |         | •            | -         |            | or than an invastment fund)         |
| Connect with the issue  | er or investment fun                                     | u manager         |          |             | ш       | msider       | or the is | suer (our  | er than an investment fund)         |
| Director or officer of the  | ne investment fund o                                     | or investment fu  | ınd ma   | nager       |         | Employ       | ee of th  | e issuer d | 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 pa   | id 1,4   | 00.00             |          |             |         |              | Security  | code 1     | Security code 2 Security code 3     |
| Value of all securitie distributed as compensation  | ~  |                   | S        | Security co | des     |              | C M       |            | W N T                               |
| Describe terms of warrants, options or other rights  7,000 finder's warrants. Each Finder's Warrant entitles the holder to purchase one Common Share at an exercise price of \$0.35 per Common Share for a period of 24 months after the date hereof.   |  |                   |          |             |         |              |           |            |                                     |
| Other compensation  | n <sup>5</sup>   | Des               | cribe    |             |         |              |           |            |                                     |
| Total compensation pai  | 1,40   | 00.00             |          |             |         |              |           |            |                                     |
| Check box if the per  | rson will or may rece                                    | eive any deferre  | ed com   | npensation  | (descr  | ibe the      | terms b   | elow)      |                                     |
|   |  |                   |          |             |         |              |           |            |                                     |
| <sup>4</sup> Provide the aggregate value of<br>additional securities of the issurights exercisable to acquire ac<br><sup>5</sup> Do not include deferred compo  | er. Indicate the secu<br>Iditional securities o          | urity codes for a |          |             |         |              |           |            |                                     |

| a) Name of person compe   | ensated and regis                               | tration st  | atus          |              |               |            |                       |                                     |
|---|---|-------------|---------------|--------------|---------------|------------|-----------------------|-------------------------------------|
| Indicate whether the person com   | npensated is a regist                           | rant.       |               | ☐ No         | $\checkmark$  | Yes        |                       |                                     |
| If the person compensated is an   | individual, provide t                           | he name o   | of the indivi | dual.        |               |            |                       |                                     |
| Full legal name of indivi   | dual  |             |               |              |               |            |                       |                                     |
|   |   | Family name | е             |              | First given n | name       | •                     | Secondary given names               |
| If the person compensated is not an individual, provide the following information.  |   |             |               |              |               |            |                       |                                     |
| Full legal name of non-individual Canaccord Genuity Corp./Corporation Canaccord Genuity   |   |             |               |              |               |            | iity                  |                                     |
| Fi  | rm NRD number                                   | 9           | 0 0           |              |               |            | (if appli             | cable)                              |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  |   |             |               |              |               |            |                       |                                     |
| b) Business contact inform  | b) Business contact information                 |             |               |              |               |            |                       |                                     |
| If a firm NRD number is not pro   | vided in Item 8 (a), p                          | provide the | business co   | ontact infor | mation of the | person be  | eing com <sub>l</sub> | pensated.                           |
| Street address  |   |             |               |              |               |            |                       |                                     |
| Municipality  |   |             |               |              | F             | Province   | /State                |                                     |
| Country   |   |             |               |              | Postal o      | code/Zip   | code                  |                                     |
| Email address   |   |             |               |              | Telep         | hone nu    | umber                 |                                     |
| c) Relationship to issuer of  | or investment fund                              | d manage    | er            |              |               |            |                       |                                     |
|   |   |             |               |              |               |            |                       | ning of "connected" in Part B(2) of |
| the Instructions and the meaning  |   |             |               | or the purp  |               | -          |                       |                                     |
| Connect with the issue  | er or investment fun                            | d manage    | r             |              | Insider       | of the iss | suer (othe            | er than an investment fund)         |
| Director or officer of the  | e investment fund o                             | or investme | ent fund ma   | anager       | Employ        | ee of the  | e issuer o            | r 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 pai  | d 15,4  | 00.00       |               |              |               | Security   | code 1                | Security code 2 Security code 3     |
| Value of all securities distributed as compensation   | Security codes  Security codes  C M S W N T     |             |               |              |               |            |                       |                                     |
| Describe terms of warrants, options or other rights  77,000 finder's warrants. Each Finder's Warrant entitles the holder to purchase one Common Share at an exercise price of \$0.35 per Common Share for a period of 24 months after the date hereof.  |   |             |               |              |               |            |                       |                                     |
| Other compensation  | 5   |             | Describe      |              |               |            |                       |                                     |
| Total compensation pai  | d 15,40   | 00.00       |               |              |               |            |                       |                                     |
| Check box if the per  | son will or may rece                            | eive any de | eferred con   | npensation   | (describe 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 compe  | er. Indicate the secu<br>Iditional securities o | ırity codes | for all secu  |              |               |            |                       |                                     |

| a) Name of person comp  | ensated and regis  | stration st | atus          |              |  |              |                 |            |  |
|---|--|-------------|---------------|--------------|--|--------------|-----------------|------------|--|
| Indicate whether the person con   | npensated is a regist                                    | rant.       |               | ☐ No         |  | $\checkmark$ | Yes             |            |  |
| If the person compensated is an   | individual, provide                                      | the name o  | of the indivi | dual.        |  |              |                 |            |  |
| Full legal name of indiv  | idual  |             |               |              |  |              |                 |            |  |
|   |  | Family nam  | е             |              | First given name Secondary given names |              |                 |            |  |
| If the person compensated is not an individual, provide the following information.  |  |             |               |              |  |              |                 |            |  |
| Full legal name   | Full legal name of non-individual BMO NESBITT BURNS INC. |             |               |              |  |              |                 |            |  |
| Fi  | irm NRD number   | 2           | 5 8           | 0            |  |              |                 | (if appl   | icable)                                |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  V No Yes  |  |             |               |              |  |              |                 |            |  |
| b) Business contact information   |  |             |               |              |  |              |                 |            |  |
| If a firm NRD number is not pro   | ovided in Item 8 (a), <sub>I</sub>                       | provide the | business co   | ontact infor | mation                                 | of the p     | person b        | eing com   | pensated.                              |
| Street address  |  |             |               |              |  |              |                 |            |  |
| Municipality  |  |             |               |              |  | Р            | rovince         | e/State    |  |
| Country   |  |             |               |              | Р                                      | ostal c      | ode/Zip         | o code     |  |
| Email address   |  |             |               |              |  | Telep        | hone n          | umber      |  |
| c) Relationship to issuer   | or investment fun  | d manage    | er            | 1            |  |              |                 |            |  |
|   |  |             |               |              |  |              |                 |            | ning of "connected" in Part B(2) of    |
| the Instructions and the meaning  | -  |             |               | or tne purp  |  | -            | -               |            | or than an investment fund)            |
| Connect with the issu   | er or investment fur                                     | u manage    | 1             |              | Ш'                                     | msider       | or the is       | suei (oiii | er than an investment fund)            |
| Director or officer of the  | he investment fund                                       | or investm  | ent fund ma   | anager       | <u> </u>                               | Employ       | ee of th        | e issuer o | 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 pa   |  |             |               |              |  |              |                 |            | 0                                      |
| Value of all securitie  | -  |             | 5             | Security co  | des                                    |              | Security<br>C M |            | Security code 2 Security code 3  W N T |
| distributed as compensation   |  |             |               |              |  |              |                 |            |  |
| Describe terms of warrants, options or other rights 70,000 finder's warrants. Each Finder's Warrant entitles the holder to purchase one Common Share at an exercise price of \$0.35 per Common Share for a period of 24 months after the date hereof.   |  |             |               |              |  |              |                 |            |  |
| Other compensation  | n <sup>5</sup>   |             | Describe      |              |  |              |                 |            |  |
| Total compensation pa   | id   |             |               |              |  |              |                 |            |  |
| Check box if the pe   | rson will or may rec                                     | eive any de | eferred con   | npensation   | (descri                                | ibe the      | terms b         | elow)      |  |
|   |  |             |               |              |  |              |                 |            |  |
| <sup>4</sup> Provide the aggregate value of<br>additional securities of the issurights exercisable to acquire ac<br><sup>5</sup> Do not include deferred comp   | ier. Indicate the secu<br>Idditional securities o        | ırity codes | for all secu  |              |  |              |                 |            |  |

| тем 9 - Directors, Execu  | TIVE OFFICERS  | AND PROMOT           | ERS OF THE ISS         | SUER                                   |                                   |  |           |    |  |  |  |
|---|--|----------------------|------------------------|--|-----------------------------------|--|-----------|----|--|--|--|
| If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.  |  |                      |                        |  |                                   |  |           |    |  |  |  |
| Indicate whether the issuer is any o  | Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one). |                      |                        |  |                                   |  |           |    |  |  |  |
| ✓ Reporting issuer in any juris   | sdiction of Canada   |                      |                        |  |                                   |  |           |    |  |  |  |
| Foreign public issuer   |  |                      |                        |  |                                   |  |           |    |  |  |  |
| Wholly owned subsidiary of  | Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup>                                       |                      |                        |  |                                   |  |           |    |  |  |  |
| Provide name of reporting issuer  |  |                      |                        |  |                                   |  |           |    |  |  |  |
| Wholly owned subsidiary of  | a foreign public issu  | uer <sup>6</sup>     |                        |  |                                   |  |           | _  |  |  |  |
| Provide name of   | foreign public issue   | r                    |                        |  |                                   |  |           | 7  |  |  |  |
| Issuer distributing only eligil   | ble foreign securities   | and the distribution | n is to permitted clie | ents only <sup>7</sup>                 |                                   |  |           | _  |  |  |  |
| If the issuer is at least one of the  | above, do not comp   | olete Item 9(a) – (d | c). Proceed to Item    | 10.                                    |                                   |  |           |    |  |  |  |
| <sup>6</sup> An issuer is a wholly owned 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. <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. |  |                      |                        |  |                                   |  |           |    |  |  |  |
| If the issuer is none of the above, check this box and complete Item 9(a) - (c).  |  |                      |                        |  |                                   |  |           |    |  |  |  |
| a) Directors executive officer  | s and promoters of   | of the issuer        |                        |  |                                   |  |           |    |  |  |  |
| a) Directors, executive officers and promoters of the issuer  Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or   |  |                      |                        |  |                                   |  |           |    |  |  |  |
| Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.  |  |                      |                        |  |                                   |  |           |    |  |  |  |
| Organization or company name  Family name  First given name  Secondary given names  Business location of non-individual or residentail jurisdiction of individual   |  |                      |                        |  |                                   | elationship to issue<br>elect all that apply |           |    |  |  |  |
|   |  |                      |                        | Province or country                    |                                   | D  | 0         | Р  |  |  |  |
|   |  |                      |                        |  |                                   |  |           |    |  |  |  |
| b) Promoter information   |  |                      |                        |  |                                   |  |           |    |  |  |  |
| If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.   |  |                      |                        |  |                                   |  |           |    |  |  |  |
| Organization or company name  | Family name  | First given name     | Secondary given names  | Residential jurisdiction of individual | Relationship<br>(select one or bo |  |           |    |  |  |  |
|   |  |                      |                        | Province or country                    | D                                 |  | C         | )  |  |  |  |
|   |  |                      |                        |  |                                   |  |           |    |  |  |  |
| c) Residential address of eac   | h individual   |                      |                        |  |                                   |  |           |    |  |  |  |
| Complete Schedule 2 of this form completed report. Schedule 2 also  |  |                      |                        |  | (a) and (b)                       | and at                                       | tach to t | he |  |  |  |

# **ITEM 10 - CERTIFICATION**

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

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

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

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

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

| Name of issuer/underwriter/<br>investment fund manager/agent | Sixth Wave Innovations Inc.     |                   |                       |  |  |  |  |  |  |
|--|---------------------------------|-------------------|-----------------------|--|--|--|--|--|--|
| Full legal name  | Manuel                          |                   |                       |  |  |  |  |  |  |
|  | Family name                     | First given name  | Secondary given names |  |  |  |  |  |  |
| Title  | Interim Chief Financial Officer |                   |                       |  |  |  |  |  |  |
| Telephone number   | 9022215217                      | Email address pet | er@sixthwave.com      |  |  |  |  |  |  |
| Signature  | (signed) "Peter Manuel"         | Date 2            | 022 01 04             |  |  |  |  |  |  |
|  |                                 | Y                 | YYYY MM DD            |  |  |  |  |  |  |

| TEM 11- CONTACT PERSON   |                          |                  |                |             |         |           |  |  |  |
|--|--------------------------|------------------|----------------|-------------|---------|-----------|--|--|--|
| Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10. |                          |                  |                |             |         |           |  |  |  |
| Same as individua  | al certifying the report |                  |                |             |         |           |  |  |  |
| Full legal name  | Nitu                     | Anca             |                |             | Title   | Law Clerk |  |  |  |
|  | Family name              | First given name | Secondary give | en names    |         |           |  |  |  |
| Name of company  | Miller Thomson LLP       |                  |                |             |         |           |  |  |  |
| Telephone number   | 6472629423               | Em               | ail address a  | nitu@miller | thomson | .com      |  |  |  |

### Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or 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.