# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8824727

ITEM 1 - REPORT TYPE					
✓ New report					
☐ Amended report If amended, provide	e 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 Instrument 81-106 Investment Fund Continuous Disclosure	or guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National				
☐ Investment fund issuer	e una the companion policy to 141 of 166.				
✓ Issuer (other than an investment fund)					
Underwriter					
_					
ITEM 3 - ISSUER NAME AND OTHER IDENTIF					
Provide the following information about the issuer, or if the  Full legal name Body and M					
,	viind inc.				
Previous full legal name					
If the issuer's name changed in the last 12 months,	s, provide most recent previous legal name.				
Website	(if applicable)				
If the issuer has a legal entity identifier₁ provide below. Refe	fer to Part B of the Instructions for the definition of "legal entity identifier".				
Legal entity identifier					
If two or more issuers distributed a single security, provide to	the full legal name(s) of the co-issuer(s) other than the issuer named above.				
Full legal name(s) of co-issuer(s)	(if applicable)				
ITEM 4 - UNDERWRITER INFORMATION					
If an underwriter is completing the report, provide the under	longitor's full logal name and firm NDD number				
Full legal name	erwriter's fuit legat name and firm NKD namber.				
Firm NRD number	(if applicable)				
If the underwriter does not have a firm NRD number, provided Street address	ave a firm NRD number, provide the head office contact information of the underwriter.				
	D : (0) (				
Municipality	Province/State				
Country	Postal code/Zip code				
Telephone number	Website (if applicable)				

Primary industry	Item 5 - Issuer Information
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely carreagonds to the issuer is primary business activity.  NAICS industry code  1 1 1 9 9 9  If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stoge of operations.  Exploration   Development   Production	If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
### State of formation and financial year-end    The issuer is in the mining industry, indicate the stoge 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 stoge 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 stoge of operations.    Exploration   Development   Production	a) Primary industry
If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.    Exploration   Development   Production   Development	
mining industry. Select the category hat best describes the issuer's stage of operations.    Exploration   Development   Production	NAICS industry code 1 1 1 9 9 9
Step	mining industry. Select the category that best describes the issuer's stage of operations.
Mortgages	
Cryptoassets  b) Number of employees:	
Number of employees:	
c) SEDAR profile number  Does the issuer have a SEDAR profile?  No Yes If yes, provide SEDAR profile number 0 0 0 2 8 7 8 3  If the issuer does not have SEDAR profile complete item 5(d) - (h).  d) Head office address  Street address  Municipality  Country  Telephone number  e) Date of formation and financial year-end  Date of formation issuer status  Is the issuer a reporting issuer in any jurisdication of Canada? No Yes  If yes, select the jurisdictors of Canada in which the issuer is a reporting issuer.  All AB BC MB NB 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  Exchange name	b) Number of employees
Does the issuer have a SEDAR profile?  No Yes If yes, provide SEDAR profile number 0 0 0 2 8 7 8 3  If the issuer does not have SEDAR profile complete item 5(d) - (h).  d) Head office address  Street address  Municipality  Country  Postal code/Zip code  Telephone number  Postal code/Zip code  Telephone number  b) Date of formation and financial year-end  Date of formation 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.  All AB BC MB NB 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  Exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	Number of employees: ✓ 0 - 49 ☐ 50 - 99 ☐ 100 - 499 ☐ 500 or more
If the issuer does not have SEDAR profile complete item 5(d) - (h).  d) Head office address  Street address  Municipality  Country  Postal code/Zip code Telephone number  Date of formation and financial year-end  Date of formation 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.  All AB BC MB NB NB NL NT  NS NU ON PE QC SK YT   Public listing status  If the issuer is publicly listed, provide below (first 6 digits only)  CUSIP number  Exchange name  Exchange name	c) SEDAR profile number
If the issuer does not have SEDAR profile complete item 5(d) - (h).  d) Head office address  Street address  Municipality  Country  Telephone number  e) Date of formation and financial year-end  Date of formation  Tyryy  MM  DD  Financial year-end  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.  All  AB  BC  MB  NB  NI  NI  NS  NU  ON  PE  QC  SK  YT   J Hubic listing status  If the issuer is publicly listed, 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	Does the issuer have a SEDAR profile?
d) Head office address  Street address  Municipality Country Postal code/Zip code Telephone number  e) Date of formation and financial year-end  Date of formation Financial year-end  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.  All AB BC MB NB 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 As for example, an automated trading system.  Exchange name	No  ✓ Yes If yes, provide SEDAR profile number  0 0 0 2 8 7 8 3
Street address Province/State Municipality Postal code/Zip code Telephone number  e) Date of formation and financial year-end  Date of formation Financial year-end Date of formation Financial year-end 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.  All AB BC MB NB 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 Description 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	
Municipality  Country  Telephone number  Date of formation and financial year-end  Date of formation  YYYY MM DD  Financial year-end  MM DD  Financial year-end  MM DD  Telephone number  Financial year-end  MM DD  Financial year-end  MM DD  Telephone number  MM DD  Telephone number  Financial year-end  MM DD  Telephone number  Financial year-end  MM DD  Telephone number  Financial year-end  MM DD  Telephone number  MM DD  Telephone number  Financial year-end  MM DD  T	d) Head office address
Country    Telephone number	Street address Province/State
e) Date of formation and financial year-end  Date of formation	Municipality Postal code/Zip code
Date of formation	Country Telephone number
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.  All AB BC MB NB NL NT NS NU ON PE QC SK YT  g) Public listing status  If the issuer has a CUSIP number GUSIP number CUSIP number Gustafus 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	e) Date of formation and financial year-end
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.  All 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 Suchange and not a trading facility such as, for example, an automated trading system.  Exchange name	
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.  All 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 Distributed 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	f) Reporting issuer status
All 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	Is the issuer a reporting issuer in any jurisdication of Canada? No Yes
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	If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
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	AII AB BC MB NB NL NT
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	□ NS         □ NU         □ ON         □ PE         □ QC         □ SK         □ YT
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	g) Public listing status
exchange and not a trading facility such as, for example, an automated trading system.  Exchange name	
h) Size of issuer's assets	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 (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 a	and financial year-end of the investment fund
Date of forma	tion Financial year-end MM DD MM DD
d) Reporting issuer st	atus of the investment fund
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.
☐ AII ☐	AB BC MB NB NL NT
□ NS □	NU ON PE QC SK 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
	blicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the not a trading facility such as, for example, an automated trading system.
Exchange on an exchange and h	
-	AV) of the investment fund
	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.

١.	_	
a)	Currency	1
a	Ouricity	

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.

 End date 2019 05 17

#### 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)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
U B S	09689V	Units	11,780,134.00	1.2500		14,725,167.50

### 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	vertib angea urity c	able		nderlyi	_	(Canadian S)		Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
						Lowest	Highest			
W	N	Т	С	М	S	1.5000			1:1	

#### 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 iurisdiction.

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]	37	2,070,000.00
Alberta	NI 45-106 2.3 [Accredited investor]	26	2,337,500.00
Saskatchewan	NI 45-106 2.3 [Accredited investor]	3	35,600.00
Ontario	NI 45-106 2.3 [Accredited investor]	90	7,350,650.00
New Brunswick	NI 45-106 2.3 [Accredited investor]	2	210,000.00
Québec	NI 45-106 2.3 [Accredited investor]	14	962,500.00
United States	NI 45-106 2.3 [Accredited investor]	3	197,500.00
Australia	NI 45-106 2.3 [Accredited investor]	5	222,500.00
Panama	NI 45-106 2.3 [Accredited investor]	1	5,000.00

Germany	NI 45-106 2.3 [Accredited investor]	1	125,000.00
Bahamas	NI 45-106 2.3 [Accredited investor]	4	62,500.00
Israel	NI 45-106 2.3 [Accredited investor]	2	137,500.00
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	250,000.00
Paraguay	NI 45-106 2.3 [Accredited investor]	1	30,000.00
Singapore	NI 45-106 2.3 [Accredited investor]	1	160,000.00
United States	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	5	475,167.50
Germany	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	93,750.00
	Total dollar amount of se	curities distributed	14,725,167.50
	Total number of unique purchasers <sup>2b</sup>	197	

<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.<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 (Canadian \$)
Total net proceeds to the investment fund	

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

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

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

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

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.	Investor Presentation	2019-05-01	N	

<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.

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 ✓ Yes If yes, indicate number of persons compensated. 13

a) Name of person comp	ensated and regis	stration s	tatus						
Indicate whether the person cor	npensated is a regist	rant.		☐ No		$\checkmark$	Yes		
If the person compensated is an	individual, provide	the name	of the indivi	idual.					
Full legal name of indiv	idual								
		Family nam	ne		First	t given n	ame	· · · · · · · · · · · · · · · · · · ·	Secondary given names
If the person compensated is no	t an individual, prov	ide the fol	lowing info	rmation.					
Full legal name of non-individual M Partners Inc.									
F	Firm NRD number 2 0 3 6 0 (if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.									
b) Business contact infor	mation								
If a firm NRD number is not pro	ovided in Item 8 (a), ¡	provide the	e business c	ontact info	rmation	of the p	person b	eing com <sub>l</sub>	pensated.
Street address									
Municipality						Р	rovince	/State	
Country					Р	ostal c	ode/Zip	code	
Email address						Telep	hone n	umber	
c) Relationship to issuer	or investment fun	d manag	er						
									ning of "connected" in Part B(2) of
the Instructions and the meaning	-			for the purp		•	-		4
Connect with the issu	er or investment tur	a manage	er		Ш	insider	of the is:	suer (otne	er than an investment fund)
Director or officer of the	he investment fund	or investm	ent fund m	anager		Employ	ee of the	e issuer o	or investment fund manager
✓ None of the above									
d) Compensation details									
	ommissions, securiti ch as clerical, printin	es-based o g, legal or	compensation accounting	on, gifts, dis services. A	counts n issuer	or other is not r	comper equired	nsation. D to ask for	ribution. Provide all amounts in o not report payments for services details about, or report on, internal
Cash commissions pa			,						Convitu and 2 Convitu and 2
Value of all securitie	es			Security co	ndes		Security W N	T	Security code 2 Security code 3
distributed as compensatio	n <sup>4</sup>				ues				
Describe to	erms of warrants, op	otions or o	other rights	at an ex	ercise nmon s	price o share a	of \$1.25 and one	for 4 ye commo	e holder to acquire one Unit ears. Each Unit comprised of on share purchase warrant are for 4 years.
Other compensation	n <sup>5</sup>		Describe						
Total compensation pa	id								
Check box if the pe	rson will or may rec	eive any d	leferred cor	mpensation	(descr	ibe the	terms be	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issu- rights exercisable to acquire ac <sup>5</sup> Do not include deferred comp	ier. Indicate the secu Idditional securities o	urity codes	s for all sec						

a) Name of person comp	ensated and regis	stration sta	tus						
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 indiv	idual								
		Family name			Firs	t given n	ame		Secondary given names
If the person compensated is no	-		-	mation.					
Full legal name	of non-individual	PI Financ	ial Corp.						
Firm NRD number 5 2 9 0 (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.									
b) Business contact infor	mation								
If a firm NRD number is not pro	vided in Item 8 (a), ¡	provide the b	usiness 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	p 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	-		1 45-106 [6	or tne purp			-		var than an invastment fund)
Connect with the issue								•	er than an investment fund)
Director or officer of the	ne investment fund o	or investmer	nt fund ma	nager		Employ	ee of the	e issuer (	or investment fund manager
✓ None of the above									
d) Compensation details									
	ommissions, securiti h as clerical, printin	es-based cor g, legal or ac	mpensation ccounting	n, gifts, dis services. A	counts n issuer	or other is not r	r compei required	nsation. L to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pa		87.50					Security		Security code 2 Security code 3
Value of all securitie distributed as compensation	-		S	Security co	odes		W N		Security code 2 Security code 3
Describe to	erms of warrants, op	otions or oth	er rights	an exer	cise pr nmon s	ice of S share a	\$1.25 fo and one	or 4 yea e commo	holder to acquire one Unit at rs. Each Unit comprised of on share purchase warrant nare for 4 years.
Other compensation	n <sup>5</sup>		Describe						
Total compensation pa	id 17,38	37.50							
Check box if the per	son will or may reco	eive any def	erred com	pensation	(descr	ibe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire ac <sup>5</sup> Do not include deferred compa	er. Indicate the secu Iditional securities o	urity codes f	or all secu						

a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant.	☐ No [	✓ Yes						
If the person compensated is an individual, provide the name of the	individual.							
Full legal name of individual								
Family name	First give	en name	Secondary g	jiven names				
If the person compensated is not an individual, provide the following	information.							
Full legal name of non-individual RBC Capital	Markets, LLC							
Firm NRD number 8 2 7 0 (if applicable)								
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 provided in Item 8 (a), provide the busin	ness contact information of t	the person being co	mpensated.					
Street address								
Municipality		Province/State						
Country	Post	al code/Zip code						
Email address	Te	elephone number						
c) Relationship to issuer or investment fund manager								
Indicate the person's relationship with the issuer or investment fund the Instructions and the meaning of "control" in section 1.4 of NI 45				ed" in Part B(2) of				
Connect with the issuer or investment fund manager	· · · · <u></u>	der of the issuer (of		ment fund)				
Director or officer of the investment fund or investment fu		ployee of the issue						
<u> </u>	nu manager	ployee of the issue	or investment fun	u managei				
✓ None of the above								
d) Compensation details								
Provide details of all compensation paid, or to be paid, to the person Canadian dollars. Include cash commissions, securities-based compe								
incidental to the distribution, such as clerical, printing, legal or accou	nting services. An issuer is r	not required to ask f						
allocation arrangements with the directors, officers or employees of c	non-individual compensat	ed by the issuer.						
Cash commissions paid 7,357.21		Security code 1	Security code 2	Security code 3				
Value of all securities distributed as compensation⁴	Security codes							
Describe terms of warrants, options or other ri	ghts							
Other compensation <sup>5</sup> Desc								
Total compensation paid 7,357.21								
Check box if the person will or may receive any deferre	d compensation (describe	the terms below)						
<sup>4</sup> Provide the aggregate value of all securities distributed as compe additional securities of the issuer. Indicate the security codes for a								
rights exercisable to acquire additional securities of the issuer. <sup>5</sup> Do not include deferred compensation.								

a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant.	No ✓ Yes							
If the person compensated is an individual, provide the name of the in	ndividual.							
Full legal name of individual								
Family name	First given name Secondary given name:	3						
If the person compensated is not an individual, provide the following	information.							
Full legal name of non-individual Echelon Wealth Partners Inc.								
Firm NRD number 3 2 4 2 0 (if applicable)								
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 provided in Item 8 (a), provide the busine	ss contact information of the person being compensated.							
Street address								
Municipality	Province/State							
Country	Postal code/Zip code							
Email address	Telephone number							
c) Relationship to issuer or investment fund manager								
Indicate the person's relationship with the issuer or investment fund r the Instructions and the meaning of "control" in section 1.4 of NI 45-	nanager (select all that apply). Refer to the meaning of "connected" in Part	B(2) of						
Connect with the issuer or investment fund manager	Insider of the issuer (other than an investment fund	)						
Director or officer of the investment fund or investment fund	<u> </u>							
<u>_</u>	a manager Employee of the issuer of investment fund manage	1						
✓ None of the above								
d) Compensation details								
	dentified in Item 8(a) in connection with the distribution. Provide all amoun sation, gifts, discounts or other compensation. Do not report payments for s							
incidental to the distribution, such as clerical, printing, legal or accour	ting services. An issuer is not required to ask for details about, or report on,							
allocation arrangements with the directors, officers or employees of a	non-individual compensated by the issuer.							
Cash commissions paid 1,687.50	Security code 1 Security code 2 Security c	ode 3						
Value of all securities distributed as compensation⁴	Security codes							
Describe terms of warrants, options or other rig	hts							
Other compensation <sup>5</sup> Descri								
Total compensation paid 1,687.50								
Check box if the person will or may receive any deferred	compensation (describe the terms below)							
	,							
additional securities of the issuer. Indicate the security codes for all	sation, <u>excluding</u> options, warrants or other rights exercisable to acquire securities distributed as compensation, <u>including</u> options, warrants or oth	ner						
rights exercisable to acquire additional securities of the issuer. <sup>5</sup> Do not include deferred compensation.								

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, pro	vide the name of the indivi	dual.						
Full legal name of individual								
	Family name	First given	name	Secondary (	given names			
If the person compensated is not an individual	provide the following infor	mation.						
Full legal name of non-individual Beacon Securities Limited								
Firm NRD number 1 5 5 4 0 (if applicable)								
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 provided in Item 8	(a), provide the business co	ontact information of the	e person being co	mpensated.				
Street address								
Municipality			Province/State					
Country		Postal	code/Zip code					
Email address		Tele	phone number					
c) Relationship to issuer or investmen	t fund manager							
Indicate the person's relationship with the issue the Instructions and the meaning of "control" is					ed" in Part B(2) of			
Connect with the issuer or investme			-	 other than an invest	ment fund)			
Director or officer of the investment	fund or investment fund ma	anager	yee of the issue	r or investment fun	d manager			
✓ None of the above		ў Ц і	•		Ü			
d) Compensation details	:1	.c. 1: 11 0( ):						
Provide details of all compensation paid, or to a Canadian dollars. Include cash commissions, se incidental to the distribution, such as clerical, p allocation arrangements with the directors, offi	curities-based compensatic rinting, legal or accounting	n, gifts, discounts or othe services. An issuer is not	er compensation. required to ask	. Do not report payı	ments for services			
Cash commissions paid	2,250.00	,		Convity and 2	Convitu and 2			
Value of all securities			Security code 1	Security code 2	Security code 3			
distributed as compensation <sup>4</sup>	\$	Security codes						
Describe terms of warrar	ts, options or other rights							
Other compensation <sup>5</sup>	Describe							
Total compensation paid	2,250.00							
Check box if the person will or ma	y receive any deferred con	npensation (describe the	e terms below)					
<sup>4</sup> Provide the aggregate value of all securities								
additional securities of the issuer. Indicate the rights exercisable to acquire additional secur. Do not include deferred compensation.		urities distributed as con	npensation, <u>inclu</u>	<u>uding</u> options, warr	ants or other			

a) Name of person compensated and	I 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 indiv	idual.						
Full legal name of individual								
	Family name	First	given name	Secondary given names				
If the person compensated is not an individuo	l, provide the following info	rmation.						
Full legal name of non-individual TD Securities Inc.								
Firm NRD number 5 8 6 0 (if applicable)								
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 provided in Item	8 (a), provide the business o	ontact information	of the person being co	ompensated.				
Street address								
Municipality			Province/State	)				
Country		Po	ostal code/Zip code					
Email address			Telephone number	,				
c) Relationship to issuer or investme	nt fund manager							
Indicate the person's relationship with the iss								
the Instructions and the meaning of "control"		· · · <u>—</u>						
Connect with the issuer or investm	ent fund manager	lı	nsider of the issuer (c	other than an investment fund)				
Director or officer of the investmen	fund or investment fund m	anager E	Employee of the issue	er or investment fund manager				
✓ None of the above								
d) Compensation details								
Provide details of all compensation paid, or to								
Canadian dollars. Include cash commissions, s incidental to the distribution, such as clerical,								
allocation arrangements with the directors, of				yer details desaily or report only anternal				
Cash commissions paid	4,502.60		Security code 1	Security code 2 Security code 3				
Value of all securities		Security codes						
distributed as compensation <sup>4</sup>								
Describe terms of warra	nts, options or other rights							
Other compensation <sup>5</sup>	Describe							
Total compensation paid	4,502.60							
Check box if the person will or m	ay receive any deferred co	mpensation (descri	be the terms below)					
<sup>4</sup> Provide the aggregate value of all securities	s distributed as compensate	ion. excludina ontio	ns. warrants or other	riahts exercisable to acquire				
additional securities of the issuer. Indicate the rights exercisable to acquire additional security.	ne security codes for all sec							
<sup>5</sup> Do not include deferred compensation.								

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, pro	vide the name of the indivi	dual.						
Full legal name of individual								
	Family name	First giv	ven name	Secondary given names				
If the person compensated is not an individual	provide the following info	mation.						
Full legal name of non-individual Haywood Securities Inc.								
Firm NRD nun	Firm NRD number 1 6 3 0 (if applicable)							
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 provided in Item 8	(a), provide the business c	ontact information of	f the person being co	mpensated.				
Street address								
Municipality			Province/State					
Country		Pos	stal code/Zip code					
Email address		] ]	elephone number					
c) Relationship to issuer or investmen	t fund manager							
Indicate the person's relationship with the issu								
the Instructions and the meaning of "control" i		· · · · <u>—</u>						
Connect with the issuer or investme	nt fund manager	Ins	sider of the issuer (o	ther than an investment fund)				
Director or officer of the investment	fund or investment fund m	anager	nployee of the issue	r or investment fund manager				
✓ None of the above								
d) Compensation details								
Provide details of all compensation paid, or to								
Canadian dollars. Include cash commissions, se incidental to the distribution, such as clerical, p								
allocation arrangements with the directors, offi				, <del></del>				
Cash commissions paid	6,225.00		Security code 1	Security code 2 Security code 3				
Value of all securities		Security codes						
distributed as compensation <sup>4</sup>		,						
Describe terms of warrar	ts, options or other rights							
Other compensation <sup>5</sup>	Describe							
Total compensation paid	6,225.00							
Check box if the person will or ma	y receive any deferred cor	npensation (describe	e the terms below)					
<sup>4</sup> Provide the aggregate value of all securities	distributed as compensati	on. excludina options	s. warrants or other i	rights exercisable to acquire				
additional securities of the issuer. Indicate the rights exercisable to acquire additional security.	e security codes for all sec							
<sup>5</sup> Do not include deferred compensation.								

a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant.	☐ No ✓ Yes							
If the person compensated is an individual, provide the name of the indi	vidual.							
Full legal name of individual								
Family name	First given name Secondary given names							
If the person compensated is not an individual, provide the following in	formation.							
Full legal name of non-individual Scotia Capital Inc.								
Firm NRD number 3 4 6 0 (if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  Ves								
b) Business contact information								
If a firm NRD number is not provided in Item 8 (a), provide the business	contact information of the person being compensated.							
Street address								
Municipality	Province/State							
Country	Postal code/Zip code							
Email address	Telephone number							
c) Relationship to issuer or investment fund manager								
Indicate the person's relationship with the issuer or investment fund ma the Instructions and the meaning of "control" in section 1.4 of NI 45-10	nager (select all that apply). Refer to the meaning of "connected" in Part B(2) of							
Connect with the issuer or investment fund manager	Insider of the issuer (other than an investment fund)							
<u> </u>	_							
Director or officer of the investment fund or investment fund	manager Employee of the issuer or investment fund manager							
✓ None of the above								
d) Compensation details								
	ntified in Item 8(a) in connection with the distribution. Provide all amounts in							
incidental to the distribution, such as clerical, printing, legal or accounting	tion, gifts, discounts or other compensation. Do not report payments for services ag 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 no	n-individual compensated by the issuer.							
Cash commissions paid 375.00	Security code 1 Security code 2 Security code 3							
Value of all securities	Security codes							
distributed as compensation <sup>4</sup>								
Describe terms of warrants, options or other right								
Other compensation <sup>5</sup> Describe								
Total compensation paid 375.00								
Check box if the person will or may receive any deferred c	ompensation (describe the terms below)							
<sup>4</sup> Provide the aggregate value of all securities distributed as compensation	ntion, excluding options, warrants or other rights exercisable to acquire							
	ecurities distributed as compensation, including options, warrants or other							
<sup>5</sup> Do not include deferred compensation.								

a) Name of person compe	ensated and regis	tration stat	us						
Indicate whether the person com	npensated is a regist	rant.		☐ No		$\checkmark$	Yes		
If the person compensated is an	individual, provide i	he name of	the individ	dual.					
Full legal name of indivi	dual								
		Family name			Firs	t given n	ame		Secondary given names
If the person compensated is not	t an individual, prov	ide the follov	ving infor	mation.					
Full legal name of	of non-individual	Industrial .	Alliance	Securitie	s Inc.				
Fir	Firm NRD number 1 5 4 0 0 (if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.									
b) Business contact inforr	mation								
If a firm NRD number is not prov	vided in Item 8 (a), p	provide the b	usiness co	ntact infor	mation	of the p	person b	eing com	npensated.
Street address									
Municipality						Р	rovince	/State	
Country					Р	ostal c	ode/Zip	o code	
Email address						Telep	hone n	umber	
c) Relationship to issuer of	or investment fund	d manager							
									ning of "connected" in Part B(2) of
the Instructions and the meaning			45-106 J	or tne purp			-		or than an investment fund)
Connect with the issue	er or investment iun	u manager			Ш	msider	or the is	suer (our	ner than an investment fund)
Director or officer of th	e investment fund o	or investmen	t fund ma	anager		Employ	ee of the	e issuer (	or investment fund manager
✓ None of the above									
d) Compensation details									
	ommissions, securiti h as clerical, printin	es-based con g, legal or ac	npensatio counting	n, gifts, dis services. A	counts n issuer	or other is not r	comper equired	nsation. L to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pai	d 152,1	50.00					Security	code 1	Security code 2 Security code 3
Value of all securities distributed as compensation			5	Security co	des		W N		Socially society Society
Describe te	erms of warrants, op	otions or othe	er rights	at an ex	ercise nmon s	price of share a	of \$1.25 and one	for 4 yes	e holder to acquire one Unit ears. Each Unit comprised of on share purchase warrant hare for 4 years.
Other compensation	5	C	escribe						
Total compensation pai	d 152,15	50.00							
Check box if the per	son will or may rece	eive any defe	erred com	npensation	(descr	ibe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issue rights exercisable to acquire ad <sup>5</sup> Do not include deferred compe	er. Indicate the secu Iditional securities o	ırity codes fo							

a) Name of person compensated and re	gistration status							
Indicate whether the person compensated is a reg	istrant.	☐ No	✓ Yes					
If the person compensated is an individual, provid	e the name of the indivi	dual.						
Full legal name of individual								
	Family name	First (	given name	Secondary given names				
If the person compensated is not an individual, pr	ovide the following infor	mation.						
Full legal name of non-individual Mackie Research Capital Corporation								
Firm NRD number	Firm NRD number 3 0 7 0 (if applicable)							
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  Ves								
b) Business contact information								
If a firm NRD number is not provided in Item 8 (a	), provide the business c	ontact information o	of the person being co	mpensated.				
Street address								
Municipality			Province/State					
Country		Po	stal code/Zip code					
Email address		- -	Telephone number					
c) Relationship to issuer or investment for	ınd manager							
Indicate the person's relationship with the issuer								
the Instructions and the meaning of "control" in s		· · · <u>—</u>	•					
Connect with the issuer or investment	und manager	∐ In	isider of the issuer (o	ther than an investment fund)				
Director or officer of the investment fur	d or investment fund ma	anager	mployee of the issue	r or investment fund manager				
✓ None of the above								
d) Compensation details								
Provide details of all compensation paid, or to be	•							
Canadian dollars. Include cash commissions, secuincidental to the distribution, such as clerical, prin								
allocation arrangements with the directors, officer				,				
Cash commissions paid 19	,687.50		Security code 1	Security code 2 Security code 3				
Value of all securities		Security codes						
distributed as compensation <sup>4</sup>								
Describe terms of warrants,	options or other rights							
Other compensation <sup>5</sup>	Describe							
Total compensation paid 19	687.50							
Check box if the person will or may r	eceive any deferred cor	npensation (describ	e the terms below)					
<sup>4</sup> Provide the aggregate value of all securities dis	tributed as compensation	on. excludina optior	ns. warrants or other	rights exercisable to acquire				
additional securities of the issuer. Indicate the si rights exercisable to acquire additional securities	ecurity codes for all sec							
<sup>5</sup> Do not include deferred compensation.	. c. are reader.							

a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant.	No ✓ Yes							
If the person compensated is an individual, provide the name of the indiv	ual.							
Full legal name of individual								
Family name	First given name	Secondary given names						
If the person compensated is not an individual, provide the following info	nation.							
Full legal name of non-individual Leede Jones Gab	e Inc.							
Firm NRD number 5 7 7 0 (if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  V No Yes								
b) Business contact information								
If a firm NRD number is not provided in Item 8 (a), provide the business of	ntact information of the person being co	mpensated.						
Street address								
Municipality	Province/State							
Country	Postal code/Zip code							
Email address	Telephone number							
c) Relationship to issuer or investment fund manager								
Indicate the person's relationship with the issuer or investment fund manuthe Instructions and the meaning of "control" in section 1.4 of NI 45-106								
Connect with the issuer or investment fund manager		 ther than an investment fund)						
Director or officer of the investment fund or investment fund m		r or investment fund manager						
<u> </u>	lager Employee or the issue	i or investment fund manager						
✓ None of the above								
d) Compensation details								
Provide details of all compensation paid, or to be paid, to the person ident Canadian dollars. Include cash commissions, securities-based compensation								
incidental to the distribution, such as clerical, printing, legal or accounting	ervices. An issuer is not required to ask ¡							
allocation arrangements with the directors, officers or employees of a non	ndividual compensated by the issuer.							
Cash commissions paid 1,875.00	Security code 1	Security code 2 Security code 3						
Value of all securities	ecurity codes							
distributed as compensation <sup>4</sup> Describe terms of warrants, options or other rights								
Total compensation paid 1,875.00								
Check box if the person will or may receive any deferred cor	pensation (describe the terms below)							
<sup>4</sup> Provide the aggregate value of all securities distributed as compensati								
additional securities of the issuer. Indicate the security codes for all sec rights exercisable to acquire additional securities of the issuer.	rities distributed as compensation, inclu	uding options, warrants or other						
<sup>5</sup> Do not include deferred compensation.								

a) Name of person comp	ensated and regis	stration sta	atus						
Indicate whether the person con	npensated is a regist	rant.		☐ No		<b>√</b>	Yes		
If the person compensated is an	individual, provide	the name of	f the individ	dual.					
Full legal name of indiv	idual								
		Family name	ı	•	First	given na	ame	•	Secondary given names
If the person compensated is no	•								
Full legal name	of non-individual	Canacco	rd Genuit	y Corp.					
Firm NRD number 9 0 0 (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.									
b) Business contact infor	mation								
If a firm NRD number is not pro	vided in Item 8 (a), ¡	provide the l	business co	ntact infor	mation	of the p	person b	eing com	npensated.
Street address									
Municipality						Р	rovince	e/State	
Country					Р	ostal c	ode/Zi <sub>l</sub>	p code	
Email address						Telep	hone n	umber	
c) Relationship to issuer	or investment fun	d manage	r						
Indicate the person's relationshi the Instructions and the meanin									nning of "connected" in Part B(2) of
Connect with the issue	-			or the purp		-	-		ner than an investment fund)
									,
Director or officer of th	ie investinent fund t	or investme	iii iuiiu iiia	mager	Ш,	Imploy	ee or ur	e issuei	or investment fund manager
✓ None of the above									
d) Compensation details				<i>c</i>	06.11				
	ommissions, securiti ch as clerical, printin	es-based co g, legal or a	mpensation	n, gifts, dis services. A	counts c n issuer	or other is not r	comper equired	nsation. L to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pa		62.50			,		Security		Security code 2 Security code 3
Value of all securitie distributed as compensation	~		S	Security co	des		W N		Security code 2 Security code 3
Describe to	erms of warrants, op	otions or oth	ner rights	an exercione com	cise pri nmon s	ce of \$	\$1.25 fo and one	or 4 yea e comm	holder to acquire one Unit at rs. Each Unit comprised of on share purchase warrant hare for 4 years.
Other compensation	1 <sup>5</sup>		Describe						
Total compensation pai	id 46,16	62.50							
Check box if the per	rson will or may reco	eive any de	ferred com	pensation	(descri	be the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire ac <sup>5</sup> Do not include deferred compa	er. Indicate the secu Iditional securities o	urity codes	for all secu						

a) Name of person compensated and registration status									
Indicate whether the person compe	ensated is a regist	rant.	☐ No	$\checkmark$	Yes				
If the person compensated is an individual, provide the name of the individual.									
Full legal name of individu	al								
		Family name	Fi	rst given n	ame	<u> </u>	Secondary	given names	
If the person compensated is not an individual, provide the following information.									
Full legal name of non-individual National Bank Financial Inc.									
Firm NRD number 1 9 6 0 (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  V No Yes									
b) Business contact informa	tion								
If a firm NRD number is not provid	ed in Item 8 (a), p	provide the business o	contact information	on of the	person be	eing cor	mpensated.		
Street address									
Municipality				Р	rovince	/State			
Country				Postal c	ode/Zip	code			
Email address				Telep	hone nu	umber			
c) Relationship to issuer or i	investment fun	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 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 i			nanager $\Box$				or investment fu		
<u>_</u>	nvesiment tuna (	or investment rand in	ianagei	Lilipioy	ee or trie	o issuei	or investment it	na 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		50.00	i individual comp		-				
·		Security code 1 Security code 2 Se				Security code	e 3		
Value of all securities distributed as compensation <sup>4</sup>			Security codes						
Describe terms of warrants, options or other rights									
Other compensation <sup>5</sup>		Describe							
Total compensation paid	4:	50.00							
Check box if the person will or may receive any deferred compensation (describe the terms below)									
<sup>4</sup> Provide the aggregate value of al	ll securities distri	buted as compensat	ion. excludina on	tions wa	rrants or	other r	iahts exercisable	to acquire	
additional securities of the issuer. rights exercisable to acquire addit <sup>5</sup> Do not include deferred compens	Indicate the sectional securities of	urity codes for all sed							

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 of the following (select the one that applies - if more than one applies, select only one).									
✓ Reporting issuer in any jurisdiction of Canada									
Foreign public issuer									
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 issuer <sup>6</sup>									
Provide name of foreign public issuer									
Issuer distributing only eligible foreign securities and the distribution is to permitted clients 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	If the issuer is none of the above, check this box and complete Item 9(a) - (c).								
a) Directors, executive officer	s and promoters o	of the issuer							
Provide the following information for	•		moter of the issuer T	or locations within	Canada s	tate the	nrovince	or	
territory; otherwise state the country.							province		
Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residentail jurisdiction of individual					
				Province or	Province or country			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	jurisdiction of (select of		ntionship to promoter one or both if applicable)		
				Province or country D		0			
c) Residential address of each individual									
Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.									

# ITEM 10 - CERTIFICATION

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

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

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

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

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

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

Name of issuer/underwriter/ investment fund manager/agent	Body and Mind Inc.						
Full legal name	Tindale Darren						
	Family name	First given name	•		Seconda	ıry given n	ames
Title	Chief Financial Officer						
Telephone number	6043763567 Email address stonerockltd@g				d@gma	ail.com	
Signature	"Darren Tindale"	le" Date 20		9	05	27	
			YYY	Y	MM	DD	

ITEM 11- CONTACT F	PERSON				
	ness contact information for this report, if different than t			regulator ma	ay contact with any questions
Same as individua	al certifying the report				
Full legal name				Title	
•	Family name	First given name	Secondary given names		
Name of company					
Telephone number		Er	mail address		

#### Notice - Collection and use of personal information

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

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

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

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.