Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9335362

ITEM 1 - REPORT TYPE					
✓ New report					
☐ Amended report If amended, provide filing date	of report that is being amo	ended (YYYY-MM-DD)			
ITEM 2 - PARTY CERTIFYING THE REPORT					
Indicate the party certifying the report (select only one). For guidance reg Instrument 81-106 Investment Fund Continuous Disclosure and the comp		restment fund, refer to section 1.1 of National			
☐ Investment fund issuer					
✓ Issuer (other than an investment fund)					
Underwriter					
ITEM 3 - ISSUER NAME AND OTHER IDENTIFIERS					
Provide the following information about the issuer, or if the issuer is an in	nvestment fund, about the fund.				
Full legal name KABN Systems NA Ho	oldings Corp.				
Previous full legal name Torino Power Solution	Il legal name Torino Power Solutions Inc.				
If the issuer's name changed in the last 12 months, provide most recent previous legal name.					
Website www.kabnnaholdco.cc	m (if applicable	le)			
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 security, provide the full legal n	ame(s) of the co-issuer(s) other th	an the issuer named above.			
Full legal name(s) of co-issuer(s)	(if applicabl	e)			
ITEM 4 - UNDERWRITER INFORMATION					
If an underwriter is completing the report, provide the underwriter's full le	egal name and firm NRD number.				
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/State				
Country	Postal code/Zip code				
Telephone number	Website	(if applicable)			

If the issuer is an investment fund, do not complete item 5. Proceed to Item 6. 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 3 3 5 9 9 0 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 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
AlcS industry code Separation Separatio
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
mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production
Is the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Municipality Country Date of formation and financial year-end Date of formation and financial year-end Date of formation The province of the following? If yes, select all that apply. Country SEDAR profile Private companies Consumer debt Private companies Private companies Private companies Private companies Double of formation and financial year-end Date of formation Financial year-end No Yes Financial year-end No Yes Financial year-end No Yes Financial year-end No Yes Financial year-end Province/State Provinc
Mortgages Real estate Commercial/business debt Consumer debt Private companies
Cryptoassets b) Number of employees 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 3 6 9 9 5 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 e) Date of formation and financial year-end Date of formation The postal year-end Pinancial 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.
Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 0 0 3 6 9 9 5 If the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Province/State Postal code/Zip code Country Telephone number e) Date of formation and financial year-end 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.
No Yes If yes, provide SEDAR profile number 0 0 0 0 3 6 9 9 5 If the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Province/State Postal code/Zip code Posta
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 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.
Street address Municipality Country Postal code/Zip code Telephone number e) Date of formation and financial year-end Date of formation The postal code/Zip code Telephone number 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.
Street address Province/State Postal code/Zip code Telephone number e) Date of formation and 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.
Municipality Country Telephone number Date of formation and financial year-end The phone number Date of formation Telephone number Financial year-end MMM DD The phone number Financial year-end MMM DD The phone number The
Country Telephone number e) Date of formation and financial year-end Date of formation YYYY 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.
e) Date of formation and 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.
Date of formation YYYY MM DD Financial year-end MM DD MM DD f) Reporting issuer status Is the issuer a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
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.
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.
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				
¹ Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.				
c) Date of formation 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			
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 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	\$5M to under \$25M \$25M to under \$100M			
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD			

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees 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.

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. Canadian dollar	ω, σωσσ,				
✓ Canadian dollar	Select the currency or cur	rencies in which the dist	tribution was made. A	All dollar amounts provided in a	the report must be in Canadian dollars.
	✓ Canadian dollar	US dollar	Euro	Other (describe)	

b) Distribution date(s)

Currency

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 2020 12 21

YYYY MM DD

End date 2020 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 \$	
;	Secur	,	CUSIP number (if applicable)	Description of security	Number of securities Single or lowest price Highest price Tot		Total amount	
ι	ЈВ	s		Unit consisting of (a) one common share of the Issuer and (b) one common share purchase warrant.	27,666,664.00	0.1500		4,149,999.60

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.

ex	onve chan ecurit	ngea	ble		derlyii urity c			se price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
							Lowest	Highest			
W	' N	N	Т	С	M	S	0.2000				Each warrant entitles the holder to acquire one common share of the Issuer at an exercise price of C\$0.20 per share. The warrants expire 24 months from the date of issuance.

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 ²⁸ purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	1	4,999.95
British Columbia	NI 45-106 2.3 [Accredited investor]	15	606,299.85
Manitoba	NI 45-106 2.3 [Accredited investor]	1	30,000.00

Ontario	NI 45-106 2.3 [Accredited investor]	53	2,546,204.70
Québec	NI 45-106 2.3 [Accredited investor]	18	357,500.10
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	199,995.00
Germany	NI 45-106 2.3 [Accredited investor]	1	300,000.00
United States	NI 45-106 2.3 [Accredited investor]	1	105,000.00
	4,149,999.60		

^{2a} 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 (Canadian \$)
Total net proceeds to the investment fund	

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

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

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

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

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

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

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. 5

a) Name of person comp	pensated and reg	gistration status							
Indicate whether the person co	mpensated is a regi	istrant.	☐ No	\checkmark	Yes				
If the person compensated is an	n individual, provide	e the name of the indiv	ridual.						
Full legal name of indiv	/idual								
		Family name	F	irst given n	ame	Seconda	ry given names		
If the person compensated is no	ot an individual, pro	ovide the following info	rmation.						
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.									
b) Business contact information									
If a firm NRD number is not pro	ovided in Item 8 (a)	, provide the business (contact informat	ion of the	person being	g compensated.			
Street address									
Municipality				P	rovince/St	ate			
Country			Ī	Postal o	code/Zip co	ode		_	
Email address			1	Telep	hone num	ber			
c) Relationship to issuer	or investment fu	ınd manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager									
None of the above									
d) Compensation details									
Provide details of all compensate Canadian dollars. Include cash a incidental to the distribution, su allocation arrangements with the	commissions, securi ch as clerical, print ne directors, officers	ities-based compensati ing, legal or accounting or employees of a nor	on, gifts, discour g services. An iss	its or othe uer is not i	r compensat required to a	ion. Do not report p ask for details about	ayments for ser	vices	
Cash commissions pa	24,	,660.00			Security code	e 1 Security code	2 Security cod	le 3	
Value of all securitie distributed as compensation			Security codes		O P	T			
Describe terms of warrants, options or other rights 164,400 compensation options exercisable into units at an exercise price of \$0.15/unit. The compensation options expire on December 21, 2022.									
Other compensatio	n ⁵	Describe							
Total compensation pa	24,	660.00							
Check box if the pe	erson will or may re	eceive any deferred co	mpensation (de	scribe the	terms belov	v)			
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the se additional securities	ecurity codes for all sec	ion, <u>excluding</u> o curities distribute	otions, wa ed as com	rrants or oth pensation, <u>i</u>	ner rights exercisab ncluding options, w	le to acquire arrants or other	r	

a) Name of person comp	ensated and reg	istration 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 indiv	vidual								
Family name First given name Secondary given names									
If the person compensated is no	ot an individual, pro	ovide the following info	ormation.						
Full legal name of non-individual Industrial Alliance, Investment Management Inc.									
Firm NRD number 1 8 3 4 0 (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.									
b) Business contact information									
If a firm NRD number is not pro	ovided in Item 8 (a),	provide the business	contact information	on of the p	person bei	ng con	pensated.		
Street address									
Municipality				Р	rovince/S	State			
Country			Ī	Postal c	ode/Zip	code			
Email address				Telep	hone nur	nber			
c) Relationship to issuer	or investment fu	nd manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager									
None of the above									
d) Compensation details									
Provide details of all compensate Canadian dollars. Include cash of incidental to the distribution, surallocation arrangements with the Cash commissions page 1.	commissions, securi ch as clerical, printi ne directors, officers	ties-based compensati ng, legal or accounting	on, gifts, discount g services. An issu	s or other er is not r	compensorequired to	ation. L ask fo	Do not report payr	ments for se	ervices
·		000.00			Security co		Security code 2	Security co	ode 3
Value of all securitie distributed as compensation			Security codes		0 P	Т			
Describe terms of warrants, options or other rights 346,667 compensation options exercisable into units at an exercise price of \$0.15/unit. The compensation options expire on December 21, 2022.									
Other compensatio	n ⁵	Describe							
Total compensation pa	52,0	00.00							
Check box if the pe	erson will or may re	ceive any deferred co	mpensation (des	cribe the	terms belo	ow)			
⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sed dditional securities	curity codes for all sed	ion, <u>excluding</u> op curities distributed	tions, wai d as comp	rrants or c pensation,	other rig <u>includ</u>	ghts exercisable t l <u>ing</u> options, warra	o acquire ants or othe	er

a) Name of person comp	ensated a	and regis	tration	status											
Indicate whether the person cor	Indicate whether the person compensated is a registrant. No Yes														
If the person compensated is an individual, provide the name of the individual.															
Full legal name of individual															
	Family name First given name Secondary given names									;					
If the person compensated is no	t an indivia	lual, provi	ide the f	ollowing	infor	mation.									
Full legal name of non-individual Foster & Associates Financial Services Inc.															
Firm NRD number 5 0 0 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 pro	vided in Ite	em 8 (a), p	orovide t	he busin	ess co	ontact info	rmation	of the	person	being (compe	nsated.			
Street address															
Municipality								F	Provinc	ce/Stat	te				
Country							Р	ostal o	code/Z	zip cod	le				
Email address								Telep	hone	numbe	er [
c) Relationship to issuer	or investn	nent fund	d mana	ger											
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)															
Connect with the issu	er or inves	ımenı iun	u mana	gei			Ш	insider	or the	issuei	otner	than an inve	sunei	nt ruria))
Director or officer of the	ne investm	ent fund o	or invest	ment fur	nd ma	anager		Employ	yee of t	the issu	er or i	investment f	und m	anagei	r
None of the above															
d) Compensation details															
Canadian dollars. Include cash c incidental to the distribution, suc	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.														
		10,00	30.00							ty code		ecurity code 2	: Se	ecurity co	ode 3
Value of all securitie distributed as compensatio	-				5	Security co	des		0	Р					
Describe t	Describe terms of warrants, options or other rights 112,000 compensation options exercisable into units at an exercise price of \$0.15/unit. The compensation options expire on December 21, 2022.														
Other compensation	1 ⁵			Desc	ribe										
Total compensation pa	id	16,80	00.00												
Check box if the pe															
⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire ac ⁵ Do not include deferred comp	er. Indicate Iditional se	e the secu	ırity cod	es for al											er

a) Name of person comp	ensated and reg	istration status						
Indicate whether the person co	mpensated is a regi	strant.	☐ No	✓ ,	Yes			
If the person compensated is ar	n individual, provide	e the name of the indiv	idual.					
Full legal name of indiv	vidual							
Family name First given name Secondary given names								
If the person compensated is no	ot an individual, pro	ovide the following info	rmation.					
Full legal name of non-individual Symetryx Capital Management Inc.								
Firm NRD number 5 9 7 0 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 pro	ovided in Item 8 (a)	, provide the business (contact information	n of the pe	erson being cor	npensated.		
Street address								7
Municipality				Pro	ovince/State			Ī
Country			- F	Postal co	ode/Zip code			Ī
Email address				Teleph	one number			Ī
c) Relationship to issuer	or investment fu	nd manager						
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager								
d) Compensation details								
Provide details of all compensate Canadian dollars. Include cash of incidental to the distribution, su allocation arrangements with the Cash commissions pa	ion paid, or to be p commissions, secur ch as clerical, print ne directors, officers	ities-based compensati ing, legal or accounting	on, gifts, discounts g services. An issue	or other or is not rendered by	compensation. equired to ask fo the issuer.	Do not report payı or details about, or	ments for service report on, inter	rnal
Value of all securitie					Security code 1 D P T	Security code 2	Security code 3	4
distributed as compensation			Security codes					
Describe terms of warrants, options or other rights 133,333 compensation options exercisable into units at an exercise price of \$0.15/unit. The compensation options expire on December 21, 2022.								
Other compensatio	n ⁵	Describe						
Total compensation pa	19,	999.99						_
Check box if the pe	Check box if the person will or may receive any deferred compensation (describe the terms below)							
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the se dditional securities	curity codes for all sec	ion, <u>excluding</u> opti curities distributed	ions, warr as compe	rants or other ri ensation, <u>includ</u>	ights exercisable t ding options, warr	o acquire ants or other	

a) Name of person compo	ensated and regis	tration st	atus						
Indicate whether the person con	npensated is a regist	rant.		☐ No		\checkmark	Yes		
If the person compensated is an	individual, provide	he name o	f the indivi	dual.					
Full legal name of indivi	idual								
		Family name	9		Firs	t given n	ame		Secondary given names
If the person compensated is no	t an individual, prov	ide the foll	owing infor	mation.					
Full legal name	of non-individual	Mackie F	Research	Capital C	orpora	ation			
Fi	rm NRD number	3	0 7	0				(if appl	icable)
Indicate whether the person con	npensated facilitated	the distrib	ution throu	ıgh a fundi	ng port	al or an	interne	t-based p	oortal. Ves
b) Business contact inform	mation								
If a firm NRD number is not pro	vided in Item 8 (a), p	provide the	business co	ontact info	rmation	of the p	person b	eing com	npensated.
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 manage	er	1					
									nning of "connected" in Part B(2) of
the Instructions and the meaning	-			or the purp		•	-		
Connect with the issue	er or investment tur	u manage				msider	or the is	suer (our	ner than an investment fund)
Director or officer of the	ne investment fund o	or investme	ent fund ma	anager		Employ	ee of th	e issuer (or investment fund manager
✓ None of the above									
d) Compensation details									
	ommissions, securiti h as clerical, printin	es-based co g, legal or o	ompensatio accounting	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	id 127,1	60.00					Security	code 1	Security code 2 Security code 3
Value of all securities distributed as compensation	-		5	Security co	des				Secondly seeds 2 Secondly seeds 9
Describe te	erms of warrants, op	otions or ot	her rights	exercise	price ember	of \$0.1 21, 202	15/unit.	The cor	rcisable into units at an mpensation options expire er 23, 2020, according to the
Other compensation	n ⁵		Describe						
Total compensation pai	127,16	60.00							
Check box if the per	rson will or may rece	eive any de	eferred con	npensation	(descr	ibe the	terms b	elow)	
⁴ Provide the aggregate value o additional securities of the issu- rights exercisable to acquire and ⁵ Do not include deferred compe	er. Indicate the secu Iditional 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	d, do not complete l	Item 9. Procced to	Item 10.								
Indicate whether the issuer is any o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y one).						
✓ Reporting issuer in any juris	sdiction of Canada										
Foreign public issuer											
Wholly owned subsidiary of	a reporting issuer in	any jurisdiction of	Canada ⁶								
Provide nan	Provide name of reporting issuer										
Wholly owned subsidiary of	Wholly owned subsidiary of a foreign public issuer ⁶										
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 ⁷				_			
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.							
⁶ 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. ⁷ 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											
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											
territory; otherwise state the country.							province				
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individe resident jurisdictio individe	ual or ail n of		onship to				
				Province or	country	D	0	Р			
b) Promoter information											
If the promoter listed above is not an within Canada, state the province or											
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual			to promo				
				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/investment fund manager/agent	KABN Systems NA Holdings (ABN Systems NA Holdings Corp.										
Full legal name	Cumiskey											
	Family name	First given name	Secondary given names									
Title	Chief Compliance Officer											
Telephone number	6477257742704	Email address ly	nn.cumiskey@kabn.network									
Signature	"Lynn Cumiskey"	2020 12 29										
			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	Silva	Eni				Title	Securities Law Clerk				
	Family name	First given r	name	Secondary	given names						
Name of company	Cassels Brock & Blackw	ell LLP									
Telephone number	4168695795		Em	ail address	esilva@cas	sels.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.