Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9461418

ITEM 1 - REPORT TYPE								
✓ New report								
Amended report	If amended, provide filing	g date of report that	is being amended	t k	(YYYY-MM-DD)			
ITEM 2 - PARTY CERTIFYING THE REPORT								
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.								
Investment fund issuer								
✓ Issuer (other than	✓ Issuer (other than an investment fund)							
Underwriter								
Item 3 - Issuer Name	AND OTHER IDENTIFIERS							
Provide the following informati	ion about the issuer, or if the issuer	[.] is an investment fund, a	bout the fund.					
Full le	egal name 1014379 B.C. Lto	d.						
Previous full le	gal name							
If the issuer's name changed in the last 12 months, provide most recent previous legal name.								
Website (if applicable)								
If the issuer has a legal entity in	dentifier, provide below. Refer to Po	art B of the Instructions fo	or the definition of "leg	al entity identifier".				
Legal entity	identifier							
If two or more issuers distribute	ed a single security, provide 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 underwriter	r's full legal name and fir	rm 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		Pr	rovince/State					
Country		Postal c	ode/Zip code					
Telephone number			Website		(if applicable)			

ITEM 5 - ISSUER INFORMATION
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.
NAICS industry code 5 5 1 1 1 3
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.
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
b) Number of employees
Number of employees: 🗸 0 - 49 🗍 50 - 99 🗌 100 - 499 🗍 500 or more
c) SEDAR profile number
Does the issuer have a SEDAR profile?
No Yes If yes, provide SEDAR profile number 0 0 0 3 6 9 9 6
If the issuer does not have SEDAR profile complete item 5(d) - (h).
d) Head office address
Street address Province/State
Municipality Postal code/Zip code
Country Telephone number
e) Date of formation and financial year-end
Date of formation Financial year-end YYYY MM DD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
AII AB BC MB NB NI NT
NS NU ON PE QC SK YT
g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only)
CUSIP number
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.
Exchange name
h) Size of issuer's assets
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M	\$5M to under \$25M	□ \$25M to under \$100M
S100M to under \$500M	S500M to under \$1B	S1B or over

If the issue is an investment fund, provide the following information: a) Investment fund manager information Full legal name Furn NRD number If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Province/State Guntry Postal code/Zip code Telephone number D Type of investment fund Tree of investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Indicate whether one or both of the following apply to the investment fund. Investment fund issuers Is a UCIT's Fund' 'understaining for the Collective Investment fund issuers Is a UCIT's Fund' 'understaining for the Collective Investment of Transferable Securities funds (UCIT's Funds) are investment funds regulated by the European Union (C) Date of formation and financial year-end of the investment fund Suppresent fund a reporting issuer in any jurisdication of Canada? No Yes It he investment fund a reporting issuer in any jurisdication of Canada? No Yes It he investment fund hars a CUSP number, provide below (first 6 digits only) CUSP number On O Public listing status of the investment fund is a reporting issuer. All All All </th
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Firm NRD number (if applicable) If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Province/State
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CUSIP number
name of an exchange and not a trading facility such as, for example, an automated trading system
Exchange name
f) Net asset value (NAV) of the investment fund
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).
L L \$\the under \$\mathbf{S}M \qquad L \qquad \mathbf{S}M \text{ to under \$\mathbf{S}M \qquad \text{ to under \$\mathbf{S}M \qquad \text{to under \$\mathbf{S}M
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M \$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation:

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

purchasers resident in that jurisd	nada completes a distribution in a jurisc iction of Canada only. Do not include in which must be disclosed in Item 8. The i	ltem 7 securities issue	ed as payment of c	commissions or fi	nder's fees in			
a) Currency								
Select the currency or currencies	in which the distribution was made. All	dollar amounts provid	led in the report m	nust be in Canadi	an dollars.			
✓ Canadian dollar	US dollar Euro	Other (describ	e)					
b) Distribution date(s)								
State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.								
Start da	ate 2021 04 20	End da	^{ite} 2021	04 20				
	YYYY MM DD		YYYY	MM DD				
c) Detailed purchaser info								
Complete Schedule 1 of thi	is form for each purchaser and a	ttach the schedule	to the complet	ed report.				
d) Types of securities dist	ributed							
	n for all distributions reported on a per s JSIP number, indicate the full 9-digit CU				ow to indicate the			
				Canadian \$				
Security code CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount			
U B S 68246E com	ts. Each unit consists of one nmon share and one share chase warrant.	10,460,000.0	0 0.2500		2,615,000.00			
e) Details of rights and convertible/exchangeable securities								
were distributed, provide the cor	ns) were distributed, provide the exercise nversion ratio and describe any other ter				exchangeable securities			
Convertible / exchangeable security code Security code	Exercise price (Canadian \$) Lowest Highest	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other	items (if applicable)			
W N T C M S		2023-04-20 1	:1					
	ition by jurisdiction and exemption	!	ł					
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 or	n	Number of unique purchasers	²⁹ Total a	mount (Canadian \$)			
Bahamas	NI 45-106 2.3 [Accredited investor]			1	680,000.00			
Alberta	NI 45-106 2.3 [Accredited investor]			2	35,000.00			
British Columbia	NI 45-106 2.3 [Accredited inve	estor]		28	1,400,000.00			
Ontario	NI 45-106 2.3 [Accredited inve	estor]		13	500,000.00			
	Total	dollar amount of se	curities distribut	ed	2,615,000.00			
	Total number of u	inique purchasers ^{2b}		44	-			
^{2a} In calculating the number of :	inique purchasers per row count each p	urchasor only once is	int nurchacors	who counted as	ono nurchasor			

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

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

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ 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.

|--|

ITEM 8 - COMPENSATION I	NFORMATION				
	(as defined in NI 45-106) to whom the nal copies of this page if more than				
Indicate whether any compensation	n was paid, or will be paid, in connecti	on with the distribution.			
🗌 No 🗹 Yes	If yes, indicate number of perso	ins compensated.	3		
a) Name of person compens	ated and registration status				
Indicate whether the person comper-	nsated is a registrant.	─ No ✓	Yes		
If the person compensated is an indi	ividual, provide the name of the individ	lual.			
Full legal name of individua	al				
	Family name	First given na	ame	Secondary given names	
If the person compensated is not an	individual, provide the following inform	mation.			
Full legal name of n	on-individual Canaccord Genuit	y Corp.			
Firm I	NRD number 9 0 0		(if appli	cable)	
Indicate whether the person comper	nsated facilitated the distribution throu	gh a funding portal or an	internet-based p	ortal. 🗹 No 🗌 Yes	
b) Business contact informat					
	d in Item 8 (a), provide the business co	ntact information of the p	person being com	pensated.	
Street address					
Municipality		Pr	rovince/State		
Country		Postal co	ode/Zip code		
Email address		Teleph	hone number		
c) Relationship to issuer or in	nvestment fund manager				
	th the issuer or investment fund mana "control" in section 1.4 of NI 45-106 fo			ning of "connected" in Part B(2) of	
Connect with the issuer or	r investment fund manager	Insider of	of the issuer (oth	er than an investment fund)	
Director or officer of the investment fund or investment fund manager					
\checkmark None of the above					
d) Compensation details					
Canadian dollars. Include cash comn incidental to the distribution, such as	paid, or to be paid, to the person identi, nissions, securities-based compensatio, s clerical, printing, legal or accounting rectors, officers or employees of a non- 33,000.00	n, gifts, discounts or other services. An issuer is not re individual compensated by	compensation. D equired to ask for y the issuer.	oo not report payments for services r details about, or report on, internal	
Value of all securities		Security codes	Security code 1	Security code 2 Security code 3	
distributed as compensation ⁴	s of warrants, options or other rights				
Other compensation ⁵	Describe				
Total compensation paid					
	will or may receive any deferred com	pensation (describe the t	terms below)		
⁴ Provide the accrecate value of all	securities distributed as compensation	n, excludina options. war	rrants or other rin	hts exercisable to acquire	
	Indicate the security codes for all secu				

a) Name of person compensated ar	d registration status							
Indicate whether the person compensated is	a registrant.	No v	🖊 Yes					
If the person compensated is an individual, p	rovide 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 individu	· · · · · · · · · · · · · · · · · · ·							
Full legal name of non-indi	vidual Haywood Securitie	es Inc.						
Firm NRD nu	imber 1 6 3	0	(if app	olicable)				
Indicate whether the person compensated fa	cilitated the distribution throu	ugh a funding portal or	an internet-based	portal. 🖌 No 🗌 Yes				
b) Business contact information								
If a firm NRD number is not provided in Iten	1 8 (a), provide the business co	ontact information of th	he person being co	mpensated.				
Street address								
Municipality			Province/State					
Country		Posta	al code/Zip code					
Email address] Tele	ephone number					
c) Relationship to issuer or investme	ent fund manager							
Indicate the person's relationship with the is								
the Instructions and the meaning of "control		· · · _ ·						
Connect with the issuer or investr		_		ther than an investment fund)				
Director or officer of the investmen	it fund or investment fund ma	anager 🗌 Empl	loyee of the issuer	r or investment fund manager				
✓ None of the above	✓ None of the above							
d) Compensation details								
Provide details of all compensation paid, or t Canadian dollars. Include cash commissions, incidental to the distribution, such as clerical, allocation arrangements with the directors, o	securities-based compensatic printing, legal or accounting	on, gifts, discounts or oth services. An issuer is no	her compensation. ot required to ask f	Do not report payments for services				
Cash commissions paid	83,100.00		Security code 1	Security code 2 Security code 3				
Value of all securities distributed as compensation ⁴		Security codes	W N T					
Describe terms of warr	ants, options or other rights			arrant is exercisable into one for a period of two years.				
Other compensation ⁵	Describe							
Total compensation paid								
Check box if the person will or may receive any deferred compensation (describe the terms below)								
⁴ Provide the aggregate value of all securitie additional securities of the issuer. Indicate rights exercisable to acquire additional sec ⁵ Do not include deferred compensation.	the security codes for all secu							

a) Name of person comp	pensated and regi	stration status						
Indicate whether the person co	mpensated is a regis	trant.	✓ No	Yes				
If the person compensated is a	n individual, provide	the name of the indivi	dual.					
Full legal name of indiv	vidual]	
		Family name	Fire	st given name	I	Secondary given names	1	
If the person compensated is n	If the person compensated is not an individual, provide the following information.							
Full legal name	of non-individual	3063625 Nova Sc	otia Ltd.					
F	Firm NRD number				(if appli	icable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🗸 No 🗌 Yes								
b) Business contact info	rmation							
If a firm NRD number is not pr	ovided in Item 8 (a),	provide the business co	ontact informatio	n of the persor	n being com	pensated.		
Street address	111 Ahmadi Cres							
Municipality	Bedford			Provin	ce/State	Nova Scotia		
Country	Canada			Postal code/2	Zip code	B4A 4E5		
Email address				Telephone	number			
c) Relationship to issuer	or 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 "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 issu	uer or investment fur	nd manager		Insider of the	issuer (oth	er than an investment fund)		
Director or officer of	the investment fund	or investment fund ma	anager	Employee of	the issuer o	or investment fund manager		
✓ None of the above								
d) Compensation details	3							
Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with th	commissions, securit ich as clerical, printin he directors, officers c	ies-based compensatic g, legal or accounting	on, gifts, discounts services. An issue	s or other comp er is not require	pensation. D ed to ask for	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal	!	
Cash commissions p	aid			Securi	ty code 1	Security code 2 Security code 3		
Value of all securitidities distributed as compensation	176	00.00	Security codes	С	M S			
Describe	terms of warrants, o	ptions or other rights	190,400 comi share.	mon shares i	ssued at a	a deemed price of \$0.25 per		
Other compensation	on ⁵	Describe						
Total compensation pa	aid							
Check box if the pe	erson will or may rec	eive any deferred con	npensation (desc	ribe the terms	below)			
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sec additional securities o	urity codes for all sec	on, <u>excluding</u> opt urities distributed	tions, warrants l as compensa	or other rig tion, <u>includ</u>	nhts exercisable to acquire ing options, warrants or other		

ITEM 9 - DIRECTORS, EXECU	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER					
If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.									
Indicate whether the issuer is any o	f the following (seled	t the one that appli	es - if more than one	applies, select onl	y one).				
✓ Reporting issuer in any jurisdiction of Canada									
Foreign public issuer									
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶									
Provide name of reporting issuer									
Wholly owned subsidiary of	a foreign public iss	uer ⁶							
Provide name of	foreign public issue	er							
Issuer distributing only eligi	ble foreign securitie	s and the distributio	n is to permitted clie	ents only ⁷				_	
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (d	:). 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	s and promoters	of the issuer							
Provide the following information for territory; otherwise state the country.						tate the	province	or	
Organization or company name	Secondary given Business location of non-individual or residentail iurisdiction of (select all that apply) Relationship to issuer (select all that apply)								
				Province or	country	D	0	Р	
b) Promoter information									
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.									
Organization or company name	anization or company name Family name First given name Secondary given names Residential jurisdiction of individual Relationship to promoter (select one or both if application of individual Relationship to promoter (select one or both if application)						oter licable)		
				Province or country	D		C)	
c) Residential address of eac	h 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	014379 B.C. Ltd.							
Full legal name	Beukman							
	Family name First given name			Seconda	iry given n	ames		
Title	Chief Executive Officer							
Telephone number 6046872038		Email address	ebeukm	an@partu	madvisc	ory.com		
Signature	"Eugene Beukman"	Date	2021	04	29			
			YYYY	MM	DD			

ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name	Alvarez	Diana			Title	Corporate Advisor
	Family name	First given name	Secondary	given names		
Name of company	Partum Advisory Service	es Corp.				
Telephone number	6046872038		Email address	dalvarez@p	dalvarez@partumadvisory.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.