Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE
X New report Amended report If amended, provide filing date of report that is being amended. (YYYY-MM-D
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
X 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 investment fund, about the fund.
Full legal name The Green Organic Dutchman Holdings Ltd.
Previous full legal name
If the issuer's name changed in the last 12 months, provide most recent previous legal name.
Website https://tgod.ca (if applicable)
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
ITEM 4 – UNDERWRITER INFORMATION
If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (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 Drawings (Classe)
Municipality Province/State
Country Postal code/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 corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada 's NAICS industry search tool.
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. 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
b) Number of employees
Number of employees: X 0 – 49 50 – 99 100 – 499 500 or more
c) SEDAR profile number
Does the issuer have a SEDAR profile? No X Yes If yes, provide SEDAR profile number 0 0 0 4 0 6 4 4
If the issuer does not have a 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 MM DD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdiction 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
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems. Exchange names
h) Size of issuer's assets
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.
\$0 to under \$5M

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION
If the issuer is an investment fund, provide the following information.
a) Investment fund manager information
Full legal name
Firm NRD Number (if applicable)
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.
Street Address
Municipality Province/State
Country Postal code/Zip code
Telephone number Website (if applicable)
b) Type of investment fund
Type of investment fund that most accurately identifies the issuer (select only one).
Money market Equity Fixed income
Balanced Alternative strategies Other (describe)
Indicate whether one or both of the following apply to the investment fund.
Invests primarily in other investment fund issuers
Is a UCITs Fund ¹
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 and financial year-end of the investment fund
Date of formation Financial year-end MM DD MM DD
d) Reporting issuer status of the investment fund
Is the investment fund a reporting issuer in any jurisdiction of Canada? No Yes
If yes, select the jurisdictions 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 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 names of all exchanges on which its securities are listed. Include only the names of exchanges for which the investment fund has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange names
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 \$).
\$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: 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, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

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

X Canadian dollar US dollar Euro Other (describe)

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start date 2017 11 03 End date 2017 11 03

YYYY MM DD YYYY MM DD

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 that take place in a jurisdiction of Canada on a per security basis. Refer to Part A 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.

							Canadia	ПФ
S	Securit code	,	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
U	В	S		Units, each consisting of one common share and one-half of one share purchase warrant. Each whole warrant is exercisable to purchase one common share until the Expiry Date.	5,171,415	\$1.65		\$8,532,834.75

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.

;	Security code		Underlying security code				se price dian \$)	Expiry date	Conversion	Describe other terms (if applicable)	
	, , , , , , , , , , , , , , , , , , , ,					Lowest	Highest	(YYYY-MM-DD)	ratio	` ' ' '	
V	V	N	Т	С	M	S	\$3.00	\$3.00	2021-02-28	1:1	Expiry date is the earlier of 36 months form the date the Issuer's common shares are listed for trading on a national Canadian or U.S. securities exchange or trading system and Feb. 28, 2021, whichever is earlier.

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 purchasers	Total amount (Canadian \$)
AB	S. 2.3 of NI 45-106	48	3,248,520
BC	S. 2.3 of NI 45-106	102	3,602,195
NB	S. 2.3 of NI 45-106	2	701,250
ON	S. 2.3 of NI 45-106	22	711,505
QC	S. 2.3 of NI 45-106	2	26,400
SK	S. 2.3 of NI 45-106	2	18,315
Bangladesh	S. 2.3 of NI 45-106	1	33,000
United Kingdom	S. 2.3 of NI 45-106	1	24,750
New Zealand	S. 2.3 of NI 45-106	1	33,000
Dominica	S. 2.3 of NI 45-106	1	123,750

Germany	S. 2.3 of NI 45-106	1	9,900
	Total dollar an	nount of securities distributed	8,532,585
	Total number of unique purchasers ²	183	

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.

	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.				
2.				
3.				

²In 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. 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 X Yes If yes, indicate number of persons compensated. 13	
a) Name of person compensated and registration status	
Indicate whether the person compensated is a registrant. No X 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 not an individual, provide the following information.	
Full legal name of non-individual PI Financial 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. X No Yes	
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 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. Connected 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 X 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 \$188,772.52	
Value of all securities Value of all security code 2 Security code 3 Security code 1 Security code 2 Security code 3	
distributed as compensation ⁴ U B S C M S W N T	
70,000 Units of the Issuer, each consisting of one common share and one-half of one share purchase warrant. Each whole warrant is exercisable to purchase one common share at \$3.00 until the Expiry Date. 33,699 non-transferable broker warrants, each exercisable to purchase one common share at \$3.00 until the earlier of 36 months form the date the Issuer's common shares are listed for trading on a national Canadian or U.S. securities exchange or trading system and Feb. 28, 2021.	
Other compensation ⁵ \$50,000 Describe Corporate Finance Fee.	
Total compensation paid \$354,272.52	
Check box if the person will or may receive any deferred compensation (describe the terms below)	
4Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the securities for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer. 5Do not include deferred compensation.	rity

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. **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 X Yes If yes, indicate number of persons compensated. 13	
a) Name of person compensated and registration status Indicate whether the person compensated is a registrant.	
No X 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	
Family name First given name Secondary given names If the person compensated is not an individual, provide the following information.	
Full legal name of non-individual Canaccord Genuity Corp.	
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.	
X No Yes	
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 manager (select all that apply). Refer to the meaning of "connected" in Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.	art B(2) of the
Connected 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	
X 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 ar	nounts 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 allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.	t on, ınternal
Cash commissions paid \$54,077.71	
Value of all securities Security code 1 Security code 2 Security code 2	
distributed as compensation ⁴ Nil Security codes W N T	
32,776 non-transferable broker warrants, each exercisable to purchase one common shared to the largest the largest part of 20 months from the date the largest part and provided to	
Describe terms of warrants, options or other rights \$3.00 until the earlier of 36 months form the date the Issuer's common shares are listed for trading on a national Canadian or U.S. securities exchange or trading system and Feb. 28 2021.	
Other compensation ⁵ Describe	
Total compensation paid \$54,077.71	
Check box if the person will or may receive any deferred compensation (describe the terms below)	
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.	issuer. Indicate
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 con the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.	nection with
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.	
No X Yes If yes, indicate number of persons compensated. 13	

a) Name of person compensated and registration status											
Indicate whether the person	1	a registrant.									
If the person compensated i	- s an individual, p	rovide the na	me of the individual.								
Full legal name of indi											
		Family nam	e Fir	st given name		Sec	condary giv	en name	S		
If the person compensated i	s not an individud	al, provide the	e following information								
Full legal name of I	non-individual	Haywood	Securities Inc.								
Firm	NRD number	1 6	3 0	(if a	applica	hle)					
Indicate whether the person							based poi	tal.			
b) Business conta	<u> </u>										
.,		O(a) provida	the business centact in	oformation of t	the ner	can hai	na compa	ncatod			
If a firm NRD number is not Street add		ο(α), ριονιαέ	the business contact tr	ηστημαίτοπ οη τ	ne per	son ben	ng compe	risuteu.			
Municip	ality			Province/S	State						
Cou	untry		Post	al code/Zip o	code						
Email add	ress		Te	elephone nun	nber						
c) Relationship to		stment fund		'	<u> </u>						
Indicate the person's relation				loct all that an	nly) P	ofor to t	ha maani	na of "c	onnacta	d" in Part	R(2) of the
Instructions and the meanir	•		-					ng o _l c	Jillecte	i iii Puit	b(2) 0 the
	h the issuer or in				3						
Insider of the i	ssuer (other than	n an investme	ent fund)								
Director or offi	cer of the investr	ment fund or	investment fund mana	ger							
				90.							
	he issuer or inves	simeni iuna i	nanager								
X None of the at	oove										
d) Compensation											
Provide details of all compe	nsation paid, or t										
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Provide details of all comper Canadian dollars. Include control incidental to the distribution allocation arrangements with Cash commissions paid allocation arrangements with Value of all securities distributed as compensation Describe terms of warrants. Other compensation Describe terms of warrants. Check box if the Approvide the aggregate value of the security codes for all securities.	nsation paid, or to ash commissions, on, such as clerical, the directors, of \$21,164.75 Nil \$21,164.75 person will or mall securities distributed as commissions, or the securities distributed as commissions.	securities-ba , printing, leg fficers or emp r rights Describe hay receive ar	sed compensation, gifts all or accounting service ployees of a non-individual Security codes 12,828 non-transfera common share at \$3 common shares are exchange or trading by deferred compensation, excluding options, was	Security code W N Able broker wa O0 until the ealisted for tradir system and Fe	e 1 Trants, arlier ong on a eb. 28,	Secur Secur each each eaf 36 maion, 2021.	exercisable on all Canacions of the acquire of the	e to purn the dalian or L	Security chase of the list. Securities securities	nents for a report on code 3	services , internal
Provide details of all comper Canadian dollars. Include control incidental to the distribution allocation arrangements with Cash commissions paid Value of all securities distributed as compensation Describe terms of warrants Other compensation Describe terms of warrants	nsation paid, or to ash commissions, on, such as clerical, the directors, of \$21,164.75 Nil \$21,164.75 person will or mall securities distributed as commissions, or the securities distributed as commissions.	securities-ba , printing, leg fficers or emp r rights Describe hay receive ar	sed compensation, gifts all or accounting service ployees of a non-individual Security codes 12,828 non-transfera common share at \$3 common shares are exchange or trading by deferred compensation, excluding options, was	Security code W N Able broker wa O0 until the ealisted for tradir system and Fe	e 1 Trants, arlier ong on a eb. 28,	Secur Secur each each eaf 36 maion, 2021.	exercisable on all Canacions of the acquire of the	e to purn the dalian or L	Security chase of the list. Securities securities	nents for a report on code 3	services , internal
Provide details of all comper Canadian dollars. Include concincidental to the distribution allocation arrangements with Cash commissions paid Value of all securities distributed as compensation Describe terms of warrants Other compensation Describe terms of warrants	nsation paid, or to ash commissions, a, such as clerical, th the directors, o \$21,164.75 Nil \$21,164.75 person will or mall securities distributed as consistation.	securities-ba , printing, leg fficers or emp r rights Describe aay receive an ted as compens ppensation, incli	sed compensation, gifts all or accounting service oloyees of a non-individual Security codes 12,828 non-transfera common share at \$3 common shares are exchange or trading by deferred compensation, excluding options, warrants or of the second seco	Security code W N Able broker wa O0 until the ealisted for tradir system and Fe	e 1 Trants, arlier ong on a eb. 28,	Secur Secur each each eaf 36 maion, 2021.	exercisable on all Canacions of the acquire of the	e to purn the dalian or L	Security chase of the list. Securities securities	nents for a report on code 3	services , internal
Provide details of all comper Canadian dollars. Include concincidental to the distribution allocation arrangements with Cash commissions paid Value of all securities distributed as compensation Describe terms of warrants Other compensation Describe Describe terms of warrants Item Security codes for all securities Do not include deferred compensation Describe Security codes for all securities Described Describe	nsation paid, or to ash commissions, on, such as clerical, the the directors, of \$21,164.75 Nil \$21,164.75 person will or mall securities distributed as constant. SATION INFORMATION	securities-ba , printing, leg fficers or emp r rights Describe ay receive ar led as compens npensation, inclu	sed compensation, gifts all or accounting service playees of a non-individual Security codes 12,828 non-transfera common share at \$3 common shares are exchange or trading by deferred compensation, excluding options, warrants or compensation, excluding options, warrants or compensation.	Security code W N Able broker wa Blisted for trading system and Fermitis or other rights exercing the rig	e 1 Trants, arlier on a eb. 28,	Secur Secur each e of 36 mc a nation 2021.	exercisable of canada c	e to purn the dalian or L	Security chase of the list of	nents for a report on code 3 ne suer's urities	services , internal
Provide details of all comper Canadian dollars. Include concincidental to the distribution allocation arrangements with Cash commissions paid Value of all securities distributed as compensation Describe terms of warrants Other compensation Describe terms of warrants Include compensation Describe the aggregate value of a the security codes for all securities Do not include deferred compensation Describe the distribution. Complete of the distribution. Complete the distribution. Complete of the distribution.	sation paid, or to ash commissions, on, such as clerical, the directors, of \$21,164.75 Nil \$21,164.75 Separation will or mail securities distributed as consistation. SATION INFormation in the person (as defining additional copies)	r rights Describe Descri	Security codes 12,828 non-transfera common share at \$3 common shares are exchange or trading y deferred compensat ation, excluding options, warding options, warrants or or 100 to whom the issue of the if more than one personal or	Security cod W N Able broker wa COO until the ealisted for tradir system and Ferential or other rights exercise arrants or other rights exercise are directly proving the provingers on was, or	e 1 Trrants, arlier ong on a eb. 28,	each e f 36 mc a nation, 2021.	exercisable on the additional service, any	e to purn the dalian or L	Security chase of the list of	nents for a report on code 3 ne suer's urities	services , internal
Provide details of all comper Canadian dollars. Include control incidental to the distribution allocation arrangements with Cash commissions paid Value of all securities distributed as compensation Describe terms of warrants Other compensation Describe terms of warrants Intel Check box if the Describe terms of warrants Approvide the aggregate value of the security codes for all securities Describe terms of warrants ITEM 8 — COMPENSION Provide information for each the distribution. Complete of Indicate whether any compensation of the distribution. Complete of Indicate whether any compensation of the distribution of	sation paid, or to ask commissions, on, such as clerical, the directors, of \$21,164.75 Nil \$21,164.75 Sation will or mall securities distributed as constalion. SATION INFO the person (as definadditional copie tensation was paid to the person was person was paid to the person was p	securities-ba printing, leg fficers or emp rrights Describe ay receive ar led as compens pensation, included and INI 45-16 as of this pag d, or will be po	Seed compensation, gifts all or accounting services of a non-individual services of a non-individual services of a non-individual services of a non-individual security codes of a non-transferation common share at \$3 common shares are exchange or trading of trading options, warrants or a service of the services of the	Security code W N N N N N N N N N N N N N N N N N N	e 1 Trants, arlier ong on a eb. 28, arlier to mg on a eb. 28, arlier t	sompen: quired t the issu Secur each e of 36 mc on nation on 2021. ms belo ercisable on acquire will pro e, comp	exercisable on the additional service, any	e to purn the dalian or L	Security chase of the list of	nents for a report on code 3 ne suer's urities	services , internal
Provide details of all compercanadian dollars. Include concidental to the distribution allocation arrangements with Cash commissions paid Value of all securities distributed as compensation arrangements. Describe terms of warrants Other compensation baid Check box if the algorithm of the security codes for all securities are the security codes for all securities. To not include deferred compensation for each the distribution. Complete allocate whether any compensation.	sation paid, or to ask commissions, on, such as clerical, the directors, of \$21,164.75 Nil \$21,164.75 Separation will or mail securities distributed as consistent. SATION INFORMATION INFORMATION (as defining additional copies constion was paid yes)	r rights Describe Descri	Security codes 12,828 non-transfera common share at \$3 common shares are exchange or trading y deferred compensat ation, excluding options, wa uding options, warrants or of the if more than one per aid, in connection with the number of persons	Security code W N N N N N N N N N N N N N N N N N N	e 1 Trants, arlier ong on a eb. 28, arlier to mg on a eb. 28, arlier t	each e f 36 mc a nation, 2021.	exercisable on the additional service, any	e to purn the dalian or L	Security chase of the list of	nents for a report on code 3 ne suer's urities	services , internal
Provide details of all comper Canadian dollars. Include control incidental to the distribution allocation arrangements with Cash commissions paid Value of all securities distributed as compensation Describe terms of warrants Other compensation Describe terms of warrants Intel Check box if the Describe terms of warrants Approvide the aggregate value of the security codes for all securities Describe terms of warrants ITEM 8 — COMPENSION Provide information for each the distribution. Complete of Indicate whether any compensation of the distribution. Complete of Indicate whether any compensation of the distribution of	nsation paid, or to ash commissions, on, such as clerical, the the directors, of \$21,164.75 Nil \$21,164.75 Separation will or mail securities distributed as comparation. SATION INFORMATION INFORMATION (as defined additional copies constitutional copies comparation was paid Yes In compensated	r rights Describe Descri	Security codes 12,828 non-transfera common share at \$3 common shares are exchange or trading y deferred compensat ation, excluding options, wa uding options, warrants or of the if more than one per aid, in connection with the number of persons	Security code W N N N N N N N N N N N N N N N N N N	e 1 Trants, arlier ong on a eb. 28, arlier to mg on a eb. 28, arlier t	sompen: quired t the issu Secur each e of 36 mc on nation on 2021. ms belo ercisable on acquire will pro e, comp	exercisable on the additional service, any	e to purn the dalian or L	Security chase of the list of	nents for a report on code 3 ne suer's urities	services , internal

No X	Yes				
If the person compensated is	s an indi <u>vidual, provide the</u> na	ame of the individual.			_
Full legal name of indiv					
	Family nam		given name	Secondary given name	S
	s not an individual, provide th				
Full legal name of r	non-individual Mackie Ri	esearch Capital Corp.			
Firm	NRD number 3	0 7 0	(if applica	able)	
Indicate whether the person X No	compensated facilitated the d	distribution through a fun	nding portal or an i	nternet-based portal.	
b) Business conta	act information				
If a firm NRD number is not Street add	t provided in Item 8(a), provide Iress	e the business contact inf	ormation of the pe	rson being compensated.	
Municip	pality		Province/State		
	untry	Posta	I code/Zip code		
Email add		J 7	ephone number		
			epilone number		
	issuer or investment fund	-			
Instructions and the meanin Connected wit	nship with the issuer or investing of "control" in section 1.4 of the issuer or investment fur issuer (other than an investme	f NI 45-106 for the purpo nd manager			onnected" in Part B(2) of the
	•	,			
	cer of the investment fund or		er		
Employee of th	he issuer or investment fund r	manager			
X None of the ab	oove				
d) Compensation	details				
Canadian dollars. Include co incidental to the distribution	nsation paid, or to be paid, to ash commissions, securities-ban, such as clerical, printing, leg th the directors, officers or emp \$55,602.73	ised compensation, gifts, nal or accounting services	discounts or other . An issuer is not re	compensation. Do not rep equired to ask for details a	ort payments for services
Value of all securities	All		Security code 1	Security code 2	Security code 3
distributed as compensation ⁴	Nil	Security codes	W N T		
Describe terms of warrants	, options or other rights	common share at \$3.0	00 until the earlier of sted for trading on	s, each exercisable to pur of 36 months form the dat a national Canadian or U , 2021.	e the Issuer's
Other compensation ⁵	Describe				
Total compensation paid	\$55,602.73				
Check box if the	person will or may receive ar	ny deferred compensatio	on (describe the ter	rms below)	
	all securities distributed as compenses distributed as compensation, inclusation.				
ITEM 8 - COMPENS	SATION I NFORMATIC	DN			
	h person (as defined in NI 45 additional copies of this pag		• •		sation in connection with
	ensation was paid, or will be p			_,	
No X	1	ate number of persons of		13	
	n compensated and regist	-			
	compensated is a registrant.	iradon status			
No X	Yes				
If the person compensated is	s an individual, provide the na	nme of the individual.			9
					J

Full legal name of individua	al												
		Family nam			First give	en name		Sec	ondary give	en names			
If the person compensated is not												7	
Full legal name of non-		1		Securiti	es inc.							J	
	O number		5 4	0 0			applica						
Indicate whether the person com	pensated fa Yes	cilitated the o	distributio	n through	a funding	g portal	or an ii	nternet-b	oased port	al.			
b) Business contact in	formation												
If a firm NRD number is not prov	'ided in Item	n 8(a), provide	e the busi	ness conta	ıct inform	ation of	the per	rson bein	g compen	sated.			1
Street address													I
Municipality					Pro	ovince/	State						I
Country				F	ostal co	de/Zip	code						
Email address					Teleph	one nu	mber						
c) Relationship to issu	er or inve	stment fund	d manag	er									
Indicate the person's relationship										ng of "co	nnected" in	Part B(2) of the
Instructions and the meaning of					ourposes (of comp	leting t	his sectio	n.				
Connected with the				jer									
Insider of the issue	•		,										
Director or officer of				ent fund m	anager								
Employee of the is	suer or inve	stment fund	manager										
X None of the above													
d) Compensation deta													
Provide details of all compensati Canadian dollars. Include cash c incidental to the distribution, suc allocation arrangements with the	ommissions, h as clerical e directors, c	securities-ba I, printing, leg	ised comp gal or acco	ensation, ounting se	gifts, disc rvices. An	ounts oi issuer i	other o s not re	compens equired to	ation. Do ask for d	not repo	ort payment	ts for se	rvices
' <u></u>	28,753.63												
Value of all securities distributed as compensation ⁴			Se	curity cod		curity co	de 1 T	Securi	ty code 2	S	Security code	3	
Describe terms of warrants, opt	ons or othe	r rights	\$3.00 ur	ntil the earli	er of 36 m	onths for	m the da	ate the Iss	uer's comr	non share	common sha es are listed m and Feb. 2	for	
Other companyation ⁵		Dogoribo	2021.										İ
Other compensation ⁵		Describe											
Total compensation paid	28,753.63												
Check box if the pers	on will or m	nay receive a	ny deferre	ed compe	nsation (c	lescribe	the ter	ms belo	w)				
⁴ Provide the aggregate value of all sec the security codes for all securities dis.												ne issuer.	Indicate
⁵ Do not include deferred compensation	1.												
ITEM 8 – COMPENSAT	ION INE	ORMATIC) N										
Provide information for each per				hom the id	cuar dira	ctly prov	idas ar	r will pro	vido any i	company	ation in co	nnactio	n with
the distribution. Complete addi								-	-	Lompens	attorn tir co.	mection	T WILLTI
Indicate whether any compensat	ion was pai	d, or will be p	aid, in co	nnection v	vith the d	istributio	on.						
No X Ye	S	If yes, indica	ate numb	er of perso	ons comp	ensate	d.	13					
a) Name of person co	mpensate	d and regis	tration st	atus									
Indicate whether the person com	•	a registrant.											
If the person compensated is an		provide the na	ame of the	e individua	ıl.								
Full legal name of individu			,										
		Family nam	ne	•	First give	en name		Sec	ondary give	en names	-		

If the person compensated is	not an individud	al, provide th	e following information	1.				
Full legal name of n	on-individual	Leede Jo	nes Gable Inc.					
Firm I	NRD number	5	7 7 0	(if app	olicable)			
Indicate whether the person X No	compensated fac	cilitated the o	distribution through a f	unding portal or o	an internet-bas	sed portal.		
b) Business conta	ct information							
If a firm NRD number is not	provided in Item	8(a), provide	e the business contact i	nformation of the	person being	compensate	ed.	_
Street addr	ess							
Municipa	ality			Province/Sta	ite			
Cou	ntry		Pos	tal code/Zip cod	de			
Email addr	ess] т	elephone numb	er			
c) Relationship to	issuer or inves	stment fund	l manager					
Insider of the is	g of "control" in son the issuer or in secuer (other than	section 1.4 of vestment fur an investme	f NI 45-106 for the purp nd manager	ooses of completin			f "connected" in Part	B(2) of the
	e issuer or inves			.9				
X None of the ab		suncii iuna i	manager					
d) Compensation								
Provide details of all compensati		aid, to the ners	on identified in Item 8(a) i	n connection with th	ne distribution. P	rovide all am	nounts in Canadian dolla	ars. Include
cash commissions, securities-bas printing, legal or accounting serv non-individual compensated by Cash commissions paid	ed compensation, g vices. An issuer is no	gifts, discounts	or other compensation. D	o not report paymer port on, internal allo	nts for services in ocation arrangen	ncidental to the	ne distribution, such as o e directors, officers or er	clerical,
Value of all securities distributed as compensation ⁴	Nil		Security codes	Security code 1 W N T		code 2	Security code 3	1
Describe terms of warrants,	options or other	r rights	1,755 non-transferable \$3.00 until the earlier o trading on a national Co 2021.	f 36 months form th	e date the Issue	er's common s	shares are listed for	
Other compensation ⁵		Describe						
Total compensation paid	\$2,895.75							
Check box if the	person will or m	ı av receive ar	ny deferred compensa	tion (describe the	terms below)			
	<u> </u>	- ,	,	(,			
⁴ Provide the aggregate value of a the security codes for all securitie ⁵ Do not include deferred compens	s distributed as com	ted as compens npensation, <u>incl</u>	sation, <u>excluding</u> options, w l <u>uding</u> options, warrants or d	arrants or other right other rights exercisat	's exercisable to a ble to acquire add	acquire additio ditional securiti	onal securities of the issuties of the issuties of the issuer.	er. Indicate
ITEM 8 - COMPENS	ATION INF	ORMATIC	ON					
Provide information for each the distribution. Complete a	•						pensation in connec	ion with
Indicate whether any compe					c, co .			
No X	Yes	· ·	ate number of persons		13			
a) Name of persor	n compensated	d and regist	tration status					
Indicate whether the person No X	compensated is a	a registrant.						
If the person compensated is	an ind <u>ividual, p</u>	rovide the na	me of the individual.					
Full legal name of indiv	idual							
16.1		Family nam		rst given name	Secon	dary given na	ames	
If the person compensated is	1		-					
Full legal name of n	on-individual	ridelity C	learing Canada ULC	,				

Firm NRD number 2 8 8 8 0 (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. X No Yes
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 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. Connected 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
X 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 \$1,297.73
Value of all securities Security code 1 Security code 2 Security code 3
distributed as compensation ⁴ Nil Security codes W N T
Describe terms of warrants, options or other rights 786 non-transferable broker warrants, each exercisable to purchase one common share at \$3.00 until the earlier of 36 months form the date the Issuer's common shares are listed for trading on a national Canadian or U.S. securities exchange or trading system and Feb. 28, 2021.
Other compensation ⁵ Describe
Total compensation paid \$1,297.73
Check box if the person will or may receive any deferred compensation (describe the terms below)
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.
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. 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 X Yes If yes, indicate number of persons compensated. 13
a) Name of person compensated and registration status
Indicate whether the person compensated is a registrant. No X 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 not an individual, provide the following information. Full legal name of non-individual TD Waterhouse Canada Inc.
Firm NRD number 8 9 5 0 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

X No	Yes										
b) Business contact	t information										
If a firm NRD number is not p		8(a), provide	the business contact i	nformation of t	he person b	eing con	npensa	ted.			7
Street addre	ess				-						
Municipal	lity		l	Province/S	tate						╛
Coun	itry		Pos	tal code/Zip c	ode						
Email addre	ess		T e	elephone num	nber]
c) Relationship to is	ssuer or inves	tment fund	manager								
Indicate the person's relations. Instructions and the meaning							eaning	of "coi	nnected'	' in Part E	3(2) of the
Connected with				oses of comple	ting this se	ction.					
Insider of the iss	suer (other than	n an investme	ent fund)								
Director or office	er of the investr	nent fund or	investment fund mana	iger							
Employee of the	e issuer or inves	stment fund r	nanager								
X None of the above	ve										
d) Compensation de	etails										
Provide details of all compensation											
cash commissions, securities-based printing, legal or accounting service											
non-individual compensated by th	he issuer.	<i>,</i> 	,			3				,	
Cash commissions paid	\$643.50] I		0	4 0			0		1.0	
Value of all securities distributed as	Nil		Security codes	Security code	T Se	curity cod	e 2	5	ecurity co	ode 3	4
compensation ⁴		1									_
Describe terms of warrants, or	options or other	rights	390 non-transferable by \$3.00 until the earlier of trading on a national Ca 2021.	f 36 months form	the date the	Issuer's	commo	n share	es are list	ted for	
Other compensation ⁵		Describe									
Total compensation paid	\$643.50										
Check box if the p	erson will or m	ay receive an	y deferred compensat	tion (describe t	ne terms b	elow)					7
⁴ Provide the aggregate value of all											_l er. Indicate
the security codes for all securities 5Do not include deferred compensa		ipensation, <u>inclu</u>	<u>ıding options, warrants or d</u>	other rights exercis	sable to acqu	ire additioi	nal secu	rities of	the issue	ır.	
ITEM 8 – COMPENSA	ATION INF	ORMATIO	N								
Provide information for each paths the distribution. Complete ad					-		-	mpens	ation in	connecti	on with
Indicate whether any compens	sation was paid	l, or will be po	id, in connection with	the distribution).						
No X	Yes	If yes, indica	ite number of persons	compensated.	13						
a) Name of person	compensated	and regist	ration status								
Indicate whether the person co	ompensated is o	a registrant.									
If the person compensated is a	an individual, pı	rovide the na	me of the individual.								
Full legal name of individ	dual								·		
16.1		Family name		rst given name	\$	Secondary	given	names			
If the person compensated is r Full legal name of no	Г		e following information Bank Financial Inc.	1.						\neg	
	[p						
	IRD number		9 6 0		pplicable)	nt-hacad	nortal				
Indicate whether the person co	Yes	,шиней те а	istribution through a f	unuing portal 0	i un interne	ะเ-มนระต	ρυτιαι.				

b) Business conta	act information													
If a firm NRD number is not	t provided in Item	8(a), provide	the business o	contact i	nforma	tion of	the pe	erson be	eing co	mpens	sated.			
Street add	Iress													
Municip	ality				Prov	vince/	State							
Cou	untry			Pos	tal cod	le/Zip	code							
Email add	Iress		j	Te	elepho	ne nu	mber							
c) Relationship to	issuer or inves	stment fund	manager											
Insider of the i		section 1.4 of evestment fur an an investment ment fund or	F NI 45-106 for and manager ent fund) investment fur	the purp	poses of					eaning	g of "cc	onnecte	d" in Par	t B(2) of the
X None of the al	oove													
d) Compensation	details													
Provide details of all compe Canadian dollars. Include co incidental to the distribution allocation arrangements wi Cash commissions paid	ash commissions, n, such as clerical,	securities-ba printing, leg	ised compensa Ial or accountii	tion, gift ng servic	es. An i	unts oi ssuer i	r other s not r	comper equired	nsatior to ask	n. Do r	not rep	ort pay	ments fo	r services
Value of all securities					Sec	urity co	de 1	Secu	urity co	de 2	;	Security	code 3	
distributed as compensation ⁴	Nil		Security	codes	W	N	Т							
Describe terms of warrants	s, options or other	r rights	585 non-trans \$3.00 until the trading on a n 2021.	e earlier o	f 36 mor	nths for	m the o	date the I	lssuer's	comm	on sha	res are l	listed for	
Other compensation ⁵		Describe												
Total compensation	\$965.25													
paid														
⁴ Provide the aggregate value of the security codes for all securiti	es distributed as con	ted as compens	sation, <u>excluding</u> (options, w	varrants d	or other	rights e	xercisabl	le to acq					suer. Indicate
⁵ Do not include deferred comper	nsation.													
	_													
ITEM 8 - COMPEN	SATION INF	ORMATIC) N											
Provide information for each the distribution. Complete											ompen	sation	in connec	ction with
Indicate whether any compe	ensation was paid Yes	•	aid, in connect					13						
a) Name of perso	n compensated	d and regist	ration status											
Indicate whether the person	compensated is		ration status											
No X If the person compensated i]	rovida tha na	ıma of tha indi	vidual										
Full legal name of indi		TOVIDE THE HO	ine of the that	vidudi.										
. a. rogal riamo el mai		Family nam	ie	Fi	rst given	name		Se	econda	ry giver	n name	S		
If the person compensated i	is not an individud	al, provide th	e following inf	ormatior	7.									
Full legal name of	non-individual	Canadian	Imperial Bar	nk of Co	ommei	rce								
Firm	NRD number	4	3 3 1	0		(if	appli	cable)						
Indicate whether the person		cilitated the a	distribution thr	ough a f	unding				t-based	l porta	ıl.			
b) Business conta	act information													
If a firm NPD number is not	t provided in Itam	9(a) provide	the business	contact i	nforma	tion of	the n	arcon ha	oina co	mnana	atod			

Street add	ress							
Municip	ality]	Province/State				
Cou	untry		Pos	tal code/Zip code				
Email add	ress] Te	elephone number				
c) Relationship to	issuer or inve	stment fund	I manager	·				
Indicate the person's relatio Instructions and the meanir Connected with	nship with the iss ng of "control" in th the issuer or in	suer or investi section 1.4 of nvestment fur	ment fund manager (se f NI 45-106 for the purp nd manager			eaning of "co	nnected" in Part B(2) of the
	ssuer (other tha							
			investment fund mana	ager				
	he issuer or inve	stment fund r	manager					
X None of the at	oove							
d) Compensation						., , ,	· C !: !!!	
Provide details of all compensate cash commissions, securities-bate printing, legal or accounting set non-individual compensated by Cash commissions paid	sed compensation, vices. An issuer is n	gifts, discounts	or other compensation. D	o not report payments j	for services incide	ental to the dis	tribution, such as cler	rical,
Value of all securities]]		Security code 1	Security cod	le 2 S	ecurity code 3	
distributed as compensation ⁴	Nil		Security codes	W N T			, , , , , , , , , , , , , , , , , , , ,	1
Describe terms of warrants	, options or othe	r rights	260 non-transferable by \$3.00 until the earlier of trading on a national Ca 2021.	f 36 months form the d	late the Issuer's	common share	es are listed for	
Other compensation ⁵		Describe						
Total compensation paid	\$429.00	<u> </u>						
<u> </u>	all securities distribu es distributed as cor	ited as compens		arrants or other rights ex	xercisable to acqu			. Indicate
ITEM 8 - COMPEN	SATION INF	ORMATIC	ON					
Provide information for each the distribution. Complete							ation in connectio	n with
Indicate whether any comp			<u> </u>		_			
No X	Yes	If yes, indica	ate number of persons	compensated.	13			
a) Name of perso	n compensate	d and regist	tration status					
Indicate whether the person	Yes							
If the person compensated i		rovide the na	ame of the individual.				1	
Full legal name of indi	viduai	Family nam	ne Fi	rst given name	Secondar	y given names		
If the person compensated i	s not an individu	-		_		, ,		
Full legal name of			sbitt Burns Inc.					
Firm	NRD number	2	5 8 0	(if applic	cable)			
Indicate whether the person	compensated fa	cilitated the a	distribution through a f	unding portal or an	internet-based	portal.		
b) Business conta	act information							
If a firm NRD number is not Street add	•	1 8(a), provide	e the business contact i	nformation of the pe	erson being cor	mpensated.]
Municip			1	Province/State				!
ividinoip			_		<u> </u>			1

Cou	untry		Pos	tal code/Zip cod	e]	
Email add	ress		_]	elephone numbe	er				1	
c) Relationship to	issuer or inves	stment fund	manager						-	
Indicate the person's relation Instructions and the meaning Connected with the connected		section 1.4 of	์ NI 45-106 for the pur			meaning	g of "connected	d" in Part B	(2) of the	
Insider of the	issuer (other than	an investme	ent fund)							
Director or off	cer of the investr	ment fund or	investment fund mana	iger						
Employee of t	he issuer or inves	stment fund r	manager							
X None of the al	oove									
d) Compensation	details									
Provide details of all compe Canadian dollars. Include co incidental to the distribution allocation arrangements wi Cash commissions paid	ash commissions, n, such as clerical,	securities-ba printing, leg	sed compensation, gift al or accounting servic	s, discounts or oth es. An issuer is not	er compensation required to as	on. Do r	not report payr	ments for se	ervices	
Value of all securities			0 "	Security code 1	Security c	ode 2	Security	code 3	1	
distributed as compensation ⁴	Nil		Security codes	W N T						
Describe terms of warrants	, options or other	r rights	40,806 non-transferable \$3.00 until the earlier o trading on a national Ca 2021.	f 36 months form the	date the Issuer	's comm	on shares are li	isted for		
Other compensation ⁵		Describe]	
Total compensation paid	\$67,331.55									
	Check box if the person will or may receive any deferred compensation (describe the terms below)									
⁴ Provide the aggregate value of the security codes for all securiti ⁵ Do not include deferred comper	es distributed as com] : Indicate	
ITEM 8 – COMPEN	CATION INC									
Provide information for eac	h person (as defin	ned in NI 45-1	106) to whom the issue	, ,	,	. ,	ompensation i	in connectio	n with	
the distribution. Complete Indicate whether any comp					t be, compens	atea.				
No X	1	=	ate number of persons		13					
a) Name of perso	n compensated	d and regist	ration status							
Indicate whether the person	7	a registrant.								
If the person compensated in		rovide the na	me of the individual.							
Full legal name of indi	viduai	Family nam	ie Fi	rst given name	Second	ary giver	n names			
If the person compensated i	s not an individud	al, provide th		_		, ,				
Full legal name of	non-individual	GMP Sec	urities LP							
Firm	NRD number	2	1 9 8 0	(if app	licable)					
Indicate whether the person	compensated fac	cilitated the a	listribution through a f	unding portal or a	n internet-base	ed porta	ıl.			
b) Business conta	act information									
If a firm NRD number is not Street add		8(a), provide	the business contact i	nformation of the	person being c	ompens	sated.]	
Municip	ality]	Province/Stat	е]	
Cou	untry		Pos	tal code/Zip cod	е]	
Email add	ress		Т	elephone numbe	er					

c) Relationship to issuer or investment fund 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. Connected 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
X 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 non-individual compensated by the issuer. Cash commissions paid \$159,620.18
Value of all security code 2 Security code 3
distributed as Nil Security codes W N T
compensation ⁴ 96,739 non-transferable broker warrants, each exercisable to purchase one common share at
Describe terms of warrants, options or other rights So, 709 in that instead of warrants about warrants, each exchange or trading state at \$30,00 until the earlier of 36 months form the date the Issuer's common shares are listed for trading on a national Canadian or U.S. securities exchange or trading system and Feb. 28, 2021.
Other compensation ⁵ Describe
Total compensation paid \$159,620.18
Check box if the person will or may receive any deferred compensation (describe the terms below)
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.
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. 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 X Yes If yes, indicate number of persons compensated. 13
a) Name of person compensated and registration status
a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. No X Yes
Indicate whether the person compensated is a registrant. No X Yes If the person compensated is an individual, provide the name of the individual.
Indicate whether the person compensated is a registrant. No X Yes If the person compensated is an individual, provide the name of the individual. Full legal name of individual
Indicate whether the person compensated is a registrant. No X 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
Indicate whether the person compensated is a registrant. No X 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 not an individual, provide the following information.
Indicate whether the person compensated is a registrant. No X 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 not an individual, provide the following information. Full legal name of non-individual Echelon Wealth Partners Inc.
Indicate whether the person compensated is a registrant. No X 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 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 is a registrant. No X 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 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. X No Yes
Indicate whether the person compensated is a registrant. \[\begin{array}{ c c c c c c c c c c c c c c c c c c c
Indicate whether the person compensated is a registrant. No X 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 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. X No Yes
Indicate whether the person compensated is a registrant. No X 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 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. X No Yes 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.
Indicate whether the person compensated is a registrant. No X 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 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. X No Yes 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
Indicate whether the person compensated is a registrant. No X 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 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. No Yes 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
Indicate whether the person compensated is a registrant. No X 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 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. X No Yes 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 Postal code/Zip code

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.

Connected with the issue	r or investment fund	manager					
Insider of the issuer (other	r than an investmen	nt fund)					
Director or officer of the in	vestment fund or in	vestment fund man	ager				
Employee of the issuer or	investment fund ma	anager					
X None of the above							
d) Compensation details							
ovide details of all compensation paid anadian dollars. Include cash commis didental to the distribution, such as cl ocation arrangements with the direct Cash commissions paid \$1,072.8	sions, securities-base erical, printing, legal tors, officers or empla	ed compensation, gif or accounting servi	ts, discounts or other ces. An issuer is not r	compensation. Do not equired to ask for detail	report paj ls about, d	yments	for servi t on, inte
distributed as compensation ⁴		Security codes	W N T				\neg
scribe terms of warrants, options or	other rights	\$3.00 until the earlier	of 36 months form the d	xercisable to purchase on late the Issuer's common ties exchange or trading s	shares are	e listed for	r
ner compensation ⁵	Describe						
Total compensation paid \$1,072.8	50						
Check box if the person wil	or may receive any	deferred compensa	ation (describe the te	rms below)			
ITEM 9 – DIRECTORS, EXECUTE If the issuer is an investment fundicate whether the issuer is any of	d, do not complete	Item 9. Proceed to		₹			
Reporting issuer in any juri	sdiction of Canada						
Foreign public issuer							
Wholly owned subsidiary of			Canada ⁶				
Provide nai	me of reporting issue	er					
Wholly owned subsidiary of	f a foreign public iss	suer ⁶					
Provide name o	f foreign public issue	er					
Issuer distributing eligible for the issuer is at least one of the 4An issuer is a wholly owned subsidiary of law to be owned by its directors, are bened 7Check this box if it applies to the current of "eligible foreign security" and "permitted to be a continuous of the current of the curre	above, do not com a reporting issuer or a fi ficially owned by the rep distribution even if the is d client" in Part B(1) of th	plete Item 9(a) – (o foreign public issuer if al orting issuer or the forei suer made previous dist the Instructions.	c). Proceed to Item . I of the issuer's outstandi ign public issuer, respecti tributions of other types o	ing voting securities, other ti ively.			-
X If the issuer is none of the	above, check this	box and complete	Item 9(a) – (c).				
a) Directors, executive of	fficers and promo	ters of the issuer					
Provide the following information for territory, otherwise state the country						e the pr	ovince o
Organization or company name	e Family name	First given name	Secondary given names	Business location of non-individual or residential jurisdiction of individual	(se	lationshi issuer elect all t apply)	that
				Province or country	D	0	Р
	Anderson	Robert	William	Panama	X	X	

Skinner

Scott

Χ

X

Ontario

Doherty	David	James	British Columbia	X		
Wilms	lan	Patrick	Ontario	Х	·	
Paikin	Jeffrey	Shalom	Ontario	X		
Cernovitch	Marc		Ontario		Χ	
Allan	Brett		Ontario		Χ	

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	Residential jurisdiction of individual		o to promoter oth if applicable)
			names	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 or director 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 not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details 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.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Doherty	David					
	Family name	First given name	е	Secondary gi	ven names		
Title	Director						
Name of issuer/underwriter/ investment fund manager	The Green Organic Dutchma	an Holdings Ltd.					
Telephone number	6043151237	Email address	dav	e@rockshi	eld.ca		
Signature	(signed) Dave Doherty	Date	2017	11	13		
	_	·	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.

stons regulating the contents of this report, if adjerent than the individual certifying the report in item 10.								
X Same as individual certifying the report								
Full legal name				Title				
	Family name	First given name	Secondary given names					
Name of company								
Telephone number		En	nail 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 Schedule 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.

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)

Schedule 1 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.

The information in this schedule 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.

a) General information (provide only once)

- 1. Name of issuer
- 2. Certification date (YYYY-MM-DD)

Provide the following information for each purchaser that participated in the distribution. For each purchaser, create separate entries for each distribution date, security type and exemption relied on for the distribution.

b) Legal name of purchaser

- 1. Family name
- 2. First given name
- 3. Secondary given names
- 4. Full legal name of non-individual (if applicable)

c) Contact information of purchaser

- 1. Residential street address
- 2. Municipality
- 3. Province/State
- 4. Postal code/Zip code
- 5. Country
- 6. Telephone number
- 7. Email address (if available)

d) Details of securities purchased

- 1. Date of distribution (YYYY-MM-DD)
- 2. Number of securities
- 3. Security code
- 4. Amount paid (Canadian \$)

e) Details of exemption relied on

- 1. Rule, section and subsection number
- 2. If relying on section 2.3 [Accredited investor] of NI 45-106, provide the paragraph number in the definition of "accredited investor" in section 1.1 of NI 45-106 that applies to the purchaser. (select only one)
- 3. If relying on section 2.5 [Family, friends and business associates] of NI 45-106, provide:
 - a. the paragraph number in subsection 2.5(1) that applies to the purchaser (select only one); and
 - b. if relying on paragraphs 2.5(1)(b) to (i), provide:
 - i. the name of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser. (Note: if Item 9(a) has been completed, the name of the director, executive officer or control person must be consistent with the name provided in Item 9 and Schedule 2.)
 - ii. the position of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser.
- 4. If relying on subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) [Offering memorandum] of NI 45-106 and the purchaser is an eligible investor, provide the paragraph number in the definition of "eligible investor" in section 1.1 of NI 45-106 that applies to the purchaser. (select only one)

f) Other information

- 1. Is the purchaser a registrant? (Y/N)
- 2. Is the purchaser an insider of the issuer? (Y/N) (not applicable if the issuer is an investment fund)
- 3. Full legal name of person compensated for distribution to purchaser. If the person compensated is a registered firm, provide the firm NRD number only. (Note: the name must be consistent with name of the person compensated as provided in Item 8.)

INSTRUCTIONS FOR SCHEDULE 1

Any securities issued as payment for commissions or finder's fees must be disclosed in Item 8 of the report, not in Schedule 1.

Details of exemption relied on – When identifying the exemption the issuer relied on for the distribution to each purchaser, refer to the rule, statute or instrument in which the exemption is provided and identify the specific section and, if applicable, subsection or paragraph. For example, if the issuer is relying on an exemption in a National Instrument, refer to the number of the National Instrument, and the subsection or paragraph number of the specific provision. If the issuer is relying on an exemption in a local blanket order, refer to the blanket order by number.

For exemptions that require the purchaser to meet certain characteristics, such as the exemption in section 2.3 [Accredited investor], section 2.5 [Family, friends and business associates] or subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) [Offering memorandum] of NI 45-106, provide the specific paragraph in the definition of those terms that applies to each purchaser.

Reports filed under paragraph 6.1(1)(j) [TSX Venture Exchange offering] of NI 45-106 – For reports filed under paragraph 6.1(1)(j) [TSX Venture Exchange offering] of NI 45-106, Schedule 1 needs to list the total number of purchasers by jurisdiction only, and is not required to include the name, residential address, telephone number or email address of the purchasers.

SCHEDULE 2 TO FORM 45-106F1 (CONFIDENTIAL DIRECTOR, EXECUTIVE OFFICER, PROMOTER AND CONTROL PERSON INFORMATION)

Schedule 2 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.

Complete the following only if Item 9(a) is required to be completed. This schedule also requires information to be provided about control persons of the issuer at the time of the distribution.

The information in this schedule 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.

a) General information (provide only once)

- 1. Name of issuer
- 2. Certification date (YYYY-MM-DD)

b) Business contact information of Chief Executive Officer (if not provided in Item 10 or 11 of report)

- 1. Email address
- 2. Telephone number

c) Residential address of directors, executive officers, promoters and control persons of the issuer

Provide the following information for each individual who is a director, executive officer, promoter or control person of the issuer at the time of the distribution. If the promoter or control person is not an individual, provide the following information for each director and executive officer of the promoter and control person. (Note: names of directors, executive officers and promoters must be consistent with the information in Item 9 of the report, if required to be provided.)

- 1. Family name
- 2. First given name
- 3. Secondary given names
- 4. Residential street address
- 5. Municipality
- 6. Province/State
- 7. Postal code/Zip code
- 8. Country
- 9. Indicate whether the individual is a control person, or a director and/or executive officer of a control person (*if applicable*)

d) Non-individual control persons (if applicable)

If the control person is not an individual, provide the following information. For locations within Canada, state the province or territory, otherwise state the country.

- 1. Organization or company name
- 2. Province or country of business location

Questions:

Refer any questions to:

Alberta Securities Commission

Suite 600, 250 – 5th Street SW Calgary, Alberta T2P 0R4 Telephone: (403) 297-6454

Toll free in Canada: 1-877-355-0585

Facsimile: (403) 297-2082

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2

Inquiries: (604) 899-6854

Toll free in Canada: 1-800-373-6393

Facsimile: (604) 899-6581 Email: inquiries@bcsc.bc.ca

The Manitoba Securities Commission

500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: (204) 945-2548

Toll free in Manitoba 1-800-655-5244

Facsimile: (204) 945-0330

Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Telephone: (506) 658-3060

Toll free in Canada: 1-866-933-2222

Facsimile: (506) 658-3059 Email: info@fcnb.ca

Government of Newfoundland and Labrador Financial Services Regulation Division

P.O. Box 8700

Confederation Building 2nd Floor, West Block Prince Philip Drive

St. John's, Newfoundland and Labrador A1B 4J6

Attention: Director of Securities Telephone: (709) 729-4189 Facsimile: (709) 729-6187

Government of the Northwest Territories Office of the Superintendent of Securities

P.O. Box 1320

Yellowknife, Northwest Territories X1A 2L9

Attention: Deputy Superintendent, Legal & Enforcement

Telephone: (867) 920-8984 Facsimile: (867) 873-0243

Nova Scotia Securities Commission

Suite 400, 5251 Duke Street

Duke Tower P.O. Box 458

Halifax, Nova Scotia B3J 2P8 Telephone: (902) 424-7768 Facsimile: (902) 424-4625

Government of Nunavut Department of Justice

Legal Registries Division P.O. Box 1000, Station 570 1st Floor, Brown Building Iqaluit, Nunavut XOA 0H0 Telephone: (867) 975-6590 Facsimile: (867) 975-6594

Ontario Securities Commission

20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: (416) 593- 8314 Toll free in Canada: 1-877-785-1555

Toll free in Callada. 1-677-765-

Facsimile: (416) 593-8122

Email: exemptmarketfilings@osc.gov.on.ca

Public official contact regarding indirect collection of information:

Inquiries Officer

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building

P.O. Box 2000

Charlottetown, Prince Edward Island C1A 7N8

Telephone: (902) 368-4569 Facsimile: (902) 368-5283

Autorité des marchés financiers

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Government of Yukon Department of Community Services

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