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 d | ate of report that is being | amended. (YYYY-I | MM-DD) | |
| ITEM 2 - PARTY CERTIFY | ING 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 A | AND OTHER IDENTIFI | ERS | | | |
| Provide the following information ab | oout the issuer, or if the issuer is | s an investment fund, about tl | ne fund. | | |
| Full legal na | me The Green Organic | Dutchman Holdings Ltd | l. | | |
| Previous full legal name | | | | | |
| If the issuer's name chang | ged in the last 12 months, provid | de most recent previous legal | name. | - | |
| Website https://tgod.ca (if applicable) | | | | | |
| If the issuer has a legal entity identifi | ier, provide below. Refer to Part | t B of the Instructions for the o | definition of "legal entity identifier". | | |
| Legal entity identi | ifier | | | | |
| ITEM 4 – UNDERWRITER | Information | | | | |
| If an underwriter is completing the re | eport, provide the underwriter's | full legal name and firm Nat | ional Registration Database (NRD) numbe | r. | |
| Full legal name | | | | | |
| Firm NRD number | | (if applicable) | | | |
| If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter. | | | | | |
| Street address | | | | | |
| Municipality | | Province/State | | | |
| Country | | Postal code/Zip code | | | |
| Telephone number | | Website | (if applic | able) | |

| 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. | | | | | |
| AII AB BC MB NB NL NT | | | | | |
| NS NU ON PE QC SK YT | | | | | |
| g) Public listing status | | | | | |
| If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number | | | | | |
| If the issuer is publicly listed, provide the 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 \$5M to under \$25M \$25M to under \$100M | | | | | |
| \$100M to under \$500M \$500M to under \$1B \$1B or over | | | | | |

| ITEM 6 - INVESTMENT FUND ISSUER INFORMATION |
|--|
| If the issuer is an 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 Province |
| 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 It and attains for the Collective Investment of Transferable Sequities funds (ICITs Funds) are investment funds required by the Furguest Inion (FU) directives that allows |
| 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 Financial year-end |
| 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: |

| | _ | _ | _ |
|---------------|-----------------|------------------|----------------|
| ITEM 7 _ | - Information A | A DALIT THE | DICTRIBUTION |
| 1 E V - | - INFORMATION / | 3000110 6 | - 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.

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.

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.

| | | | | | | | Canadiai | n ֆ |
|---|---------------|---|------------------------------|--|----------------------|------------------------------|---------------|----------------|
| S | Security 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. | 2,722,130 | \$1.65 | | \$4,491,514.50 |

e) Details of rights and convertible/exchangeable securities

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

| Se | Security cod | | urity code Underlying security code | | Exercise pric rity code Underlying security code (Canadian \$ | | | Expiry date | Conversion | Describe other terms (if applicable) |
|----|--------------|---|-------------------------------------|---|---|--------|---------|--------------|------------|---|
| | | | , | Ū | • | Lowest | Highest | (YYYY-MM-DD) | ratio | , , , |
| W | N | Т | C | 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 Canaidan 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.

| - | Janisatettoris Within Cariaa | a, state the province of territory, otherwise state the country | y• | |
|---|---|---|----------------------|----------------------------|
| | Province or country Exemption relied on | | Number of purchasers | Total amount (Canadian \$) |
| | AB | Section 2.3 of NI 45-106 | 32 | 1,526,349 |
| | AB | Offering Memorandum | 15 | 178,695 |
| | BC | Section 2.3 of NI 45-106 | 20 | 283,305 |
| | BC | Offering Memorandum | 53 | 596,326.50 |
| | NB | Offering Memorandum | 52 | 1,081,492.50 |
| | NS | Offering Memorandum | 3 | 51,975 |

| ON | ON Section 2.3 of NI 45-106 | | 298,155 |
|----------------|--|---------------------------------|-------------|
| ON | ON Section 2.5 of NI 45-106 | | 33,000 |
| ON | Offering Memorandum | 35 | 282,001.50 |
| SK | Section 2.3 of NI 45-106 | 1 | 9,900 |
| SK | SK Offering Memorandum | | 24,750 |
| Hungary | Hungary Section 2.3 of NI 45-106 | | 33,000 |
| Netherlands | Netherlands Offering Memorandum | | 10,065 |
| United Kingdom | United Kingdom Section 2.3 of NI 45-106 | | 66,000 |
| Australia | Australia Section 2.3 of NI 45-106 | | 16,500 |
| | Total dollar an | nount of securities distributed | 4,491,514.5 |
| | Total number of unique purchasers ² | 224 | |

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.

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. | Offering Memorandum | 2017-10-20 | N | N/A |
| 2. | Investor Presentation | 2017-09-12 | ◆ | <u>◆</u> |
| 3. | | | | |

| 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. | | | | | |
| 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 \$◆ | | | | | |
| Value of all securities distributed as compensation ⁴ Security codes Security code 1 Security code 2 Security code 3 W N T | | | | | |
| Describe terms of warrants, options or other rights 82,766 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 \$◆ | | | | | |
| 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. 8 | | | | | | |
| 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 Canaccord Genuity Corp. | | | | | | |
| Firm NRD number 9 0 0 (if applicable) | | | | | | |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. | | | | | | |
| 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 Value of all securities distributed as Nil Security code 1 Security code 2 Security code 3 Security code 3 | | | | | | |
| compensation ⁴ W N T | | | | | | |
| Describe terms of warrants, options or other rights 18,126 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 \$ | | | | | | |
| 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 security codes 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. | | | | | | |

| 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. | | | | | | |
| 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 Haywood Securities Inc. | | | | | | |
| | | | | | | |
| Firm NRD number 1 6 3 0 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. | | | | | | |
| 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 | | | | | | |
| Value of all securities distributed as compensation ⁴ Nil Security code 1 Security code 2 Security code 2 W N T | | | | | | |
| Describe terms of warrants, options or other rights 7,352 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 \$◆ | | | | | | |
| 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. 8 | | | | | | |
| 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 Mackie Research Capital Corp. | | | | | | |
| | | | | | | |
| Firm NRD number 3 0 7 0 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. | | | | | | |
| 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 | | | | | | |
| Value of all securities Security code 1 Security code 2 Security code 3 | | | | | | |
| distributed as compensation ⁴ Nil Security codes Security codes | | | | | | |
| Describe terms of warrants, options or other rights 51,029 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 \$ | | | | | | |
| 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. 8 | | | | | | |
| 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 First six on page. | | | | | | |
| 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 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 | | | | | | |
| Value of all securities distributed as compensation Nil Security codes Security code 1 Security code 2 Security code 3 W N T | | | | | | |
| Describe terms of warrants, options or other rights 8,450 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 \$◆ | | | | | | |
| 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. 8 |
| 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 National Bank Financial Inc. |
| Firm NRD number 1 9 6 0 (if applicable) |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. |
| 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 \$◆ |
| Value of all security code 2 Security code 3 Security code 2 |
| distributed as compensation ⁴ Nil Security codes W N T |
| 2,600 non-transferable broker warrants, each exercisable to purchase one |
| Describe terms of warrants, options or other rights 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 \$♠ |
| 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 security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer. 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. 8 | | | | | | |
| 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 BMO Nesbitt Burns Inc. | | | | | | |
| Firm NRD number 2 5 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 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 46,796 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 \$♣ | | | | | | |
| 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, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including 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. | | | | | | |
| 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 Hampton Securities Limited | | | | | | |
| | | | | | | |
| Firm NRD number 2 8 9 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 | | | | | | |
| 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 \$\infty\$ | | | | | | |
| Value of all securities distributed as compensation ⁴ Security code 1 Security code 2 Security code 3 W N T | | | | | | |
| | | | | | | |
| Describe terms of warrants, options or other rights Describe terms of warrants, options or other rights Describe terms of warrants, options or other rights on a national Canadian or U.S. securities exchange or trading system and Feb. 28, 2021. | | | | | | |
| 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 securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer. | | | | | | |

| I | TEM 9 – DIRECTORS, EXECU | TIVE OFFICERS A | ND PROMOTI | ERS OF THE | ISSUEF | ł | | | | |
|--|---|-----------------------------|-----------------------|-----------------------------|------------------------------------|-----------------------------|--------------------|---|--------------|-----------------|
| If | the issuer is an investment fund, | do not complete Ite | em 9. Proceed t | o Item 10. | | | | | | |
| In | ndicate whether the issuer is any of th | he following (select a | ll that apply). | | | | | | | |
| 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 issuer ⁶ | | | | | | | | | | |
| Provide name of foreign public issuer | | | | | | | | | | |
| | Issuer distributing eligible for | eign securities only t | o permitted clie | nts ⁷ | | | | | | |
| 6 A | the issuer is at least one of the all An issuer is a wholly owned subsidiary of a I w to be owned by its directors, are beneficia | reporting issuer or a forei | gn public issuer if a | all of the issuer's | outstandir | ng voting secu | rities, other thai | n securi | ities that a | are required by |
| | Check this box if it applies to the current dist "eligible foreign security" and "permitted cli | | | stributions of othe | er types o | f securities to | non-permitted c | lients. F | Refer to th | ne definitions |
| | X If the issuer is none of the a | | | e Item 9(a) – | (c). | | | | | |
| | a) Directors, executive office | cers and promoter | s of the issue | r | | | | | | |
| Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter. | | | | | | | | | | |
| | Organization or company name | Family name | First given name | Secondary given names | | I litisdiction of | | Relationship to issuer (select all that apply) | | r I that |
| | | | | | | Province or country Panama | | D | 0 | Р |
| | | Anderson | Robert | William | William | | | Х | Х | |
| | | Skinner | Scott | | | Ontario | | Х | Х | |
| | | Doherty | David | James | | British Columbia | | X | | |
| | | Wilms | lan | Patrick | Patrick | | | Х | | |
| | | Paikin | Jeffrey | Shalom | | Ontario | | Х | | |
| | | Cernovitch | Marc | | | Ontario | | | Х | |
| | | Allan | Brett | | | Ontario | | | Х | |
| | b) Promoter information | | | | | | | | | |
| lo | the promoter listed above is not an a cations within Canada, state the pro fficer. | | | | | | | | | |
| | Organization or company name | Family name | First given name | Secondary given names | ven individual (select one of bott | | | | | |
| | | | | Hairies | | | n | | (|) |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

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 Dutchman Holdings Ltd | | | | | |
| Telephone number | 6043151237 | Email address | dav | dave@rockshield.ca | | |
| Signature | "David Doherty" | Date | 2017 11 2 | | 27 | |
| | | | YYYY | MM | DD | |

| T | TFM 1 | 1 _ 1 | c_{i} | TNO | A C T | D | E D | SON |
|------|-------|-------|---------|-------|-------|----|-----|------|
| - 11 | | | | ~ ~ ~ | All | г. | гκ | 3014 |

Telephone number

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.

X Same as individual certifying the report

Full legal name

Title

| - | | | |
|-----------------|-------------|------------------|---|
| | Family name | First given name | S |
| Name of company | | | |

Secondary given names

Notice - Collection and use of personal information

Email address

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
- 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
- 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
- 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

Facsimile: (416) 593-8122

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Government of Yukon

Department of Community Services

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