Form 45-106F1 Report of Exempt Distribution

ITEM 1 - REPORT TYPE
✓ New report ☐ Amended report If amended, provide filing date of report that is being amended. (YYYY-MM-DD)
ITEM 2 - PARTY CERTIFYING THE REPORT
Indicate the party certifying the report (select only one). For 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 (in Québec, Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure).
☐ Investment fund issuer
Suer (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 American Aires Inc. / American Aires Inc.
Previous full legal name
If the issuer's name changed in the last 12 months, provide most recent previous legal name.
Website www.airestech.com (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
If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.
Full legal name(s) of co-issuer(s) (if applicable)
ITEM 4 - UNDERWRITER INFORMATION
If an underwriter is completing the report, provide the underwriter's full legal name, firm NRD number, and SEDAR+ profile number.
Full legal name
Firm NRD number (if applicable)
SEDAR+ profile number

ITEM 5 - ISSUER INFORMATION
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.
NAICS industry code 334410
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
☐ Cryptoassets
b) Number of employees
Number of employees: 🗸 0 - 49 🔲 50 - 99 🔲 100 - 499 🔲 500 or more
c) SEDAR+ profile number
Provide the issuer's SEDAR+ profile number
000045441
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 NDD number (if applicable)
Firm NRD number (if applicable)
SEDAR+ profile number
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 ☐ Cryptoasset ☐ Other (describe)

Indicate whether one or	both of the following	apply to the investr	ment fund.						
☐ Invest primarily in o	other investment fu	nd issuers							
☐ Is a UCITs Fund ¹	☐ 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) Net asset valu	ue (NAV) of the ir	vestment fund							
Select the NAV range of t	he investment fund o	s of the date of the	most recent NAV calc	ulation (Canadi	an \$).				
Under \$5M	□ \$	5M to under \$25M	☐ \$25M to und	er \$100M	Date of NA	V calculation:			
□ +400M; l +5									
\$100M to under \$5	00M \$	500M to under \$1E	3 ☐ \$1B or over		YYYY	MM DD			
ITEM 7 INCORNA	ATION ABOUT	THE DICTORD	UTION						
ITEM 7 - INFORM	ATION ABOUT	THE DISTRIB	UTION						
If an issuer located outsi									
information about purch		,				, ,			
commissions or finder's j Item 7 must reconcile wit				sea in item 8. 11	пе туоттано	n provided in			
a) Currency	,		, ,						
a) carrency									
Select the currency or cu dollars.	rrencies in which the	distribution was m	ade. All dollar amour	nts provided in t	he report mu	st be in Canadian			
✓ Canadian dollar	US dollar	Euro Other	(describe)						
						_			
b) Distribution	dates								
State the distribution sta the distribution date as k									
include the start and end		•		urities distribue	d on a contin	iuous busis,			
Start date	2024 05	16	End date	2024	05 22	7			
Start date	YYYY MI		Liiu date	YYYY	MM DD				
c) Detailed purc	chaser information	on							
Complete Schedule 1 o	f this form for each	purchaser and att	ach the schedule to	the completed	d report.				
d) Types of secu	urities distribute	d							
5	6 11 1:			D. C D 4	(12) (1)				
Provide the following info	•	,	,	•		•			
to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.									
					Canadian \$				
Socurity CUSIP			Number of	Single or	Highost				
Security code number (if	Description	of security	securities	lowest price	Highest price	Total amount			

2,894,500.0000

0.9500

UBS

applicable)

Units consisting of one common s

2,749,775.0000

	hare and one warrant			
UBS	Units consisting of one common s hare and one warrant	1,074,411.0000	0.9500	1,020,690.4500

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.

	Convertible / exchangeable	Underlying security code		se price dian \$)	Expiry date (YYYY-MM- DD)	Conversion ratio	Describe other terms (if applicable)
	security code	security code	Lowest	Highest	,	цър	аррпсаые)
	WNT	CMS	1.2000		2029-05-16		
Ī	WNT	CMS	1.2000		2029-05-22		

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique purchasers ^{2a}	Total amount (Canadian \$)
ibritish Columbia	NI 45-106 5A.2 [Listed issuer financing exemption]	6	68,590.0000
IAlberta	NI 45-106 5A.2 [Listed issuer financing exemption]	17	382,660.0000
IOntario	NI 45-106 5A.2 [Listed issuer financing exemption]	9	2,844,215.4500
I(¬ermanv	NI 45-106 5A.2 [Listed issuer financing exemption]	1	475,000.0000
	\$3,770,465.4500		
	Total number of unique purchasers ^{2b}	33	

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

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

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

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.

ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106) (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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. If yes, indicate number of persons compensated. | 5 ☐ No ✓ Yes a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. □ No **✓** Yes If the person compensated is an individual, provide the name of the individual. Full legal name of individual Family name First given name Secondary given names If the person compensated is not an individual, provide the following information. Full legal name of non-individual | Eight Capital Firm NRD number | 55180 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), provide the business 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 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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 ✓ None of the above d) Compensation details

compensation. Do not report payments for services incider services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issu	or report on, intern		,	•
Cash commissions paid	\$253,102.0000			
Value of all securities distributed as compensation ⁴	\$0.0000			
Security codes	Security code 1 Security code 2 S		Security code 3	
3	WNT]
Describe terms of warrants, options or other rights	Finance Warrants Broker Warrants	Varrants and 47,00 for the first tranc for the second trance Warrants.	he and 75,209 nche. Each	
Other compensation ⁵				
Describe				
Total compensation paid	\$253,102.0000			
Check box if the person will or may receive any def	erred compensation	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensations securities of the issuer. Indicate the security codes for all securities distributed acquire additional securities of the issuer. ⁵ Do not include deferred compensation.		_	· · · · · · · · · · · · · · · · · · ·	

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

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Provide details of all compensation paid, or to be paid, to the Provide all amounts in Canadian dollars. Include cash compensation. Do not report payments for services incident services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issue	missions, securities tal to the distributi or report on, intern	s-based compensat ion, such as clerical	ion, gifts, discounts , printing, legal or	s or other accounting
Cash commissions paid				
Value of all securities distributed as compensation ⁴	\$0.0000			
Security codes	Security code 1	Security code 2	Security code 3	
John Market Committee Comm	WNT			
Describe terms of warrants, options or other rights	48,300 Broker Wa exercisable into u	arrants. Each Broke inits.	er Warrant is	
Other compensation ⁵				
Describe				
Total compensation paid	\$0.0000			
Check box if the person will or may receive any defe	erred compensation	on (describe the te	rms below)	
⁴ Provide the aggregate value of all securities distributed as compensat securities of the issuer. Indicate the security codes for all securities dist acquire additional securities of the issuer. ⁵ Do not include deferred compensation.	• .	_	•	

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Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash compensation. Do not report payments for services incider services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issuer	nmissions, securities ntal to the distributi or report on, intern	s-based compensat ion, such as clerical	ion, gifts, discount , printing, legal or	s or other accounting
Cash commissions paid				
Value of all securities distributed as compensation ⁴	\$0.0000			
Security codes	Security code 1	Security code 2	Security code 3	
security codes	WNT			
Describe terms of warrants, options or other rights	13,300 Broker Wa	arrants. Each Brok units.	er Warrant is	
Other compensation ⁵				
Describe				
Total compensation paid	\$0.0000			
Check box if the person will or may receive any def	erred compensation	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensations securities of the issuer. Indicate the security codes for all securities distributed as compensation acquire additional securities of the issuer. ⁵ Do not include deferred compensation.	• .	_	•	

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Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incider services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issu	nmissions, securities ntal to the distribut or report on, intern	s-based compensat ion, such as clerical	ion, gifts, discounts , printing, legal or	s or other accounting
Cash commissions paid				
Value of all securities distributed as compensation ⁴	\$0.0000			
Security codes	Security code 1	Security code 2	Security code 3	
2004, 00000	WNT			
Describe terms of warrants, options or other rights	29,750 Broker Wa exercisable into u	arrants. Each Broko Inits.	er Warrant is	
Other compensation ⁵				
Describe				
Total compensation paid	\$0.0000]	
Check box if the person will or may receive any def	erred compensation	on (describe the te	rms below)	
⁴ Provide the aggregate value of all securities distributed as compensate securities of the issuer. Indicate the security codes for all securities distance additional securities of the issuer.	• ,	•	•	
⁵ Do not include deferred compensation.				

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Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash concompensation. Do not report payments for services incide services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issuer	mmissions, securitie ntal to the distribut or report on, intern	s-based compensat ion, such as clerical	ion, gifts, discounts , printing, legal or	s or other accounting	
Cash commissions paid					
Value of all securities distributed as compensation ⁴	\$0.0000				
value of all securities distributed as compensation				1	
Security codes	Security code 1 WNT	Security code 2	Security code 3		
	VVIVI				
Describe terms of warrants, options or other rights	3,500 Broker War Warrant is exerci	rants Warrants. Easable into units.	ach Broker		
Other compensation ⁵			7		
Describe			_ 		
Total compensation paid	\$0.0000		7		
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 compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer. ⁵ Do not include deferred compensation.		_	·		
ITEM O DIDECTORS EVECUTIVE OFFICE	DC AND DDOA	AOTERS OF T	HE ICCLIED		
ITEM 9 – DIRECTORS, EXECUTIVE OFFICE	RS AND PROM	NOTERS OF IT	HE ISSUEK		
If the issuer is an investment fund, do not complete It	em 9. Proceed to I	tem 10.			
Indicate whether the issuer is any of the following (select t	he one that applies	– if more than one	applies, select only	one).	
Reporting issuer in a jurisdiction of Canada					
Foreign public issuer					
☐ Wholly owned subsidiary of a reporting issuer in a	ny jurisdiction of C	anada ⁶			
Provide name of reporting issuer					
☐ Wholly owned subsidiary of a foreign public issuer	6				
Provide name of foreign public issuer					
Issuer distributing only eligible foreign securities a	nd the distribution	is to permitted cli	ents only ⁷ .		
If the issuer is at least one of the above, do not compl	ete Item 9(a) – (c).	Proceed to Item 1	0.		
⁶ An issuer is a wholly owned subsidiary of a reporting issusecurities, other than securities that are required by law to					

or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.							
☐ If the issuer is none of the above, check this box and complete Item 9(a) – (c).							
a) Directors, executive officers and promoters of the issuer							
Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.							
Ouganization or	Family	First	Socondami	Business location of non-individual or residential jurisdiction of	Relationship to issuer		

Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)		
				Province or country	D	0	P

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 First give	· ·	Secondary given names	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)		
		name		Province or country	D	О	

c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

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

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

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

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

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions

to file a completed report of exempt distribution. By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete. Name of Issuer/ investment fund American Aires Inc.							
manager/agent							
Full legal name	SAVITSKI	Vitaliy					
	Family name	First given name		Secondary given names			
Title	Chief Financial Officer						
Telephone number	+1 (905) 482-4667	Email address	vitaliy@aireste	ech.com			
Signature	"Vitaliy Savitski"	Date	2024 YYYY	05 27 MM DD			

ITEM 11 - CONTACT PERSON

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

✓ Same as individual certifying the report							
Full legal name							
	Family name	First given name	Secondary given names				
Title							
Name of company							
Telephone number		Email 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.

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.