# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9492218

ITEM 1 - REPORT TYPE					
☐ New report					
Amended report If amended, provide filing date of report that is being amended 2021 05 26 (YYYY-MM-DD)					
ITEM 2 - PARTY CERTIFYING THE	REPORT				
Indicate the party certifying the report (selec	, ,	9	vestment fund, refer to section	on 1.1 of National	
☐ Investment fund issuer	,				
✓ Issuer (other than an invest)	ment fund)				
☐ Underwriter					
ITEM 3 - ISSUER NAME AND OTH	IER IDENTIFIERS				
Provide the following information about the		vestment fund, about the fund.			
Full legal name					
Previous full legal name					
If the issuer's name changed in the	last 12 months, provide most i	recent previous legal name.			
Website		(if applicab	le)		
ا If the issuer has a legal entity identifier <u>,</u> prov	vide below. Refer to Part B of t				
Legal entity identifier	<u> </u>		, , , ,		
L If two or more issuers distributed a single se	curity, provide the full legal no	 nme(s) of the co-issuer(s) other th	nan the issuer named above.		
Full legal name(s) of co-issuer(s)		(if applicab			
ITEM 4 - UNDERWRITER INFORMA	ATION				
If an underwriter is completing the report, p	rovide the underwriter's full le	gal name and firm NRD number	:	1	
Full legal name	Full legal name				
Firm NRD number	ber (if applicable)				
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.					
Street address					
Municipality		Province/State			
Country		Postal code/Zip code			
Telephone number		Website		(if applicable)	

ITEM 5 - ISSUER INFORMATION		
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.		
a) Primary industry		
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.		
NAICS industry code 5 4 1 7 1 0		
If the issuer is in the <b>mining industry</b> , 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:		
c) SEDAR profile number		
Does the issuer have a SEDAR profile?		
No  ✓ Yes If yes, provide SEDAR profile number  0 0 0 4 5 6 0 2		
If the issuer does not have SEDAR profile complete item 5(d) - (h).		
d) Head office address		
Street address Province/State		
Municipality Postal code/Zip code		
Country Telephone number		
e) Date of formation and financial year-end		
Date of formation Financial year-end		
YYYY MM DD MM DD		
f) Reporting issuer status		
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes		
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.		
_ AII _ AB _ BC _ MB _ NB _ NL _ NT		
NS NU ON PE QC SK TT		
g) Public listing status		
If the issuer has a CUSIP number, provide below (first 6 digits only)		
CUSIP number		
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an		
exchange and not a trading facility such as, for example, an automated trading system.  Exchange name		
h) Size of issuer's assets		

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

☐ \$0 to under \$5M	☐ \$5M to under \$25M	☐ \$25M to under \$100M
\$100M to under \$500M	☐ \$500M to under \$1B	\$1B or over

ITEM 6 - INVESTMENT	FUND ISSUER INFORMATION				
If the issuer is an inves	tment fund, provide the following information.				
a) Investment fund ma	anager information				
Full legal name					
Firm NRD number	Firm NRD number (if applicable)				
If the investment fund mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.				
Street address					
Municipality	Province/State				
Country	Postal code/Zip code				
Telephone number	Website (if applicable)				
b) Type of investment	fund				
Type of investment fund tha	nt most accurately identifies the issuer (select only one) .				
Money market	☐ Equity ☐ Fixed income ☐ Balanced				
Alternative strateg	gies Cryptoasset Other (describe)				
Indicate whether one or bot	h of the following apply to the investment fund .				
Invests primarily in	n other investment fund issuers				
☐ Is a UCITs Fund¹					
<sup>1</sup> Undertaking for the Collec (EU) directives that allow c	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.				
c) Date of formation a	and financial year-end of the investment fund				
Date of forma	tion Financial year-end MM DD MM DD				
d) Reporting issuer st	atus of the investment fund				
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes				
If yes, select the jurisdictions 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 name of the exchange on which the investment fund's securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.					
Exchange name					
f) Net asset value (NAV) of the investment fund					
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).					
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M				
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation:  YYYY MM DD				

## **ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION**

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

- \	O
a)	Currency
$\alpha_I$	Cullellev

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

✓ Canadian dollar 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 2021 05 14

YYYY MM DD

End date 2021 05 14

#### c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

#### d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

					Canadian \$	
Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
UBS			3,816,869.00	0.5500		2,099,277.95

#### 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 security code		nderlyii curity c	•		se price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
				Lowest	Highest			
W N T	С	М	S	0.8000		2023-05-14		

#### 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 <sup>28</sup> purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	1	14,999.60
Saudi Arabia	NI 45-106 2.5 [Family, friends and business associates]	1	24,999.70
Alberta	NI 45-106 2.3 [Accredited investor]	4	60,005.00
British Columbia	NI 45-106 2.3 [Accredited investor]	17	698,564.90
Ontario	NI 45-106 2.3 [Accredited investor]	33	739,074.05
Québec	NI 45-106 2.3 [Accredited investor]	23	338,525.00
Manitoba	NI 45-106 2.3 [Accredited investor]	1	33,000.00
United Arab Emirates	NI 45-106 2.3 [Accredited investor]	1	148,610.00

United States	NI 45-106 2.3 [Accredited investor]	41,499.70	
	Total dollar amount of se	curities distributed	2,099,277.95
Total number of unique purchasers <sup>2</sup> b		83	

<sup>&</sup>lt;sup>2a</sup> In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

### g) Net proceeds to the investment fund by jurisdiction

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

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

<sup>&</sup>lt;sup>3</sup>"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)

<sup>&</sup>lt;sup>2b</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution.  Complete additional copies of this page if more than one person was, or will be, compensated.  Indicate whether any compensation was paid, or will be paid, in connection with the distribution.  No V Yes If yes, indicate number of persons compensated.	ITEM 8 - COMPENSATION INFORMATION				
No ✓ Yes If yes, indicate number of persons compensated.	Indicate whether any compensation was paid, or will be paid, in connection with the distribution.				
	No ✓ Yes If yes, indicate number of persons compensated. 5				

a) Name of person compen	sated and registra	tion status								
Indicate whether the person comp	ensated is a registran	t.	☐ No	$\checkmark$	Yes					
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individu	ıal									
	Fan	nily name	Firs	st given n	ame		Secon	dary given r	names	
If the person compensated is not a	n individual, provide	the following info	rmation.							
Full legal name of	non-individual H	aywood Securiti	es Inc.							
Firm	NRD number	1 6 3	0		(	if applic	cable)			
Indicate whether the person comp	ensated facilitated th	e distribution thro	ugh a funding por	tal or an	internet-b	ased po	rtal.	✓ No	) [	Yes
b) Business contact informa	ation									
If a firm NRD number is not provid	ded in Item 8 (a), prov	vide the business c	ontact informatio	n of the p	person beir	пд сотр	ensated.			
Street address										
Municipality				Р	rovince/S	state				
Country			j .	Postal c	ode/Zip c	ode				
Email address	Email address Telephone number									
c) Relationship to issuer or investment fund manager										
Indicate the person's relationship with the Instructions and the meaning of							ing of "cor	nnected" in	Part B(2	2) of
Connect with the issuer				-	of the issu		r than an i	nvestment	fund)	
Director or officer of the			anager $\square$		ee of the is	,			ŕ	
None of the above			anage.	p.o)	00 01 11.0 11				ago.	
d) Compensation details  Provide details of all compensation	maid auto be maid t	a the negrous ideas	ified in Itams O(a)	in	ation with t	tha distu	ibution Dr	مينام علا ع		
Canadian dollars. Include cash con incidental to the distribution, such	nmissions, securities-l as clerical, printing, le	based compensation	on, gifts, discounts services. An issue	or other er is not r	r compensa required to	ition. Do ask for (	not repor	t payments	for serv	vices
allocation arrangements with the c			-individual compe	ensated b	y the issue	r.				
Cash commissions paid	13,999.	99			Security cod	de 1	Security cod	de 2 Sec	urity code	e 3
Value of all securities distributed as compensation <sup>4</sup>			Security codes		WN	Т				
Describe terr	ns of warrants, optio	ns or other rights	12,727 warra							t a
Other compensation <sup>5</sup>		Describe	μιου οι φοιου	, poi oi	<u> </u>		<u> </u>			
Total compensation paid	13,999.	99								
Check box if the person	n will or may receive	any deferred cor	npensation (desc	ribe the	terms belo	w)				
<sup>4</sup> Provide the aggregate value of a	Ill securities distribut	ed as comnensati	on, excludina ont	ions wa	rrants or o	ther riah	nts exercis	able to aco	uire	
additional securities of the issuer rights exercisable to acquire additional	Indicate the security	codes for all sec	urities distributed	as com	pensation,	<u>includir</u>	ng options,	warrants o	or other	
<sup>5</sup> Do not include deferred compen										

a) Name of person compe	nsated and registrati	on status							
Indicate whether the person com	pensated is a registrant.		☐ No	$\checkmark$	Yes				
If the person compensated is an i	ndividual, provide the n	ame of the indivi	dual.						
Full legal name of individ	lual								
	Famil	ly name	Fir	st given n	name	Secor	ndary given name	s	
If the person compensated is not an individual, provide the following information.									
Full legal name o	f non-individual PLI	Financial Corp.							
Fir	m NRD number 5	2 9	0		(if ap	plicable)			
Indicate whether the person com	pensated facilitated the	distribution thro	ugh a funding po	rtal or ar	n internet-based	portal.	✓ No	Yes	
b) Business contact inform	nation								
If a firm NRD number is not prov	ided in Item 8 (a), provid	de the business co	ontact informatio	on of the	person being co	mpensated.			
Street address									
Municipality				F	Province/State				
Country				Postal o	code/Zip code				
Email address									
c) Relationship to issuer or investment fund manager									
Indicate the person's relationship							nnected" in Part	B(2) of	
<u></u>	the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.  Connect with the issuer or investment fund manager  Insider of the issuer (other than an investment fund)								
Director or officer of the	e investment fund or inv	estment fund m	anager $\square$	Employ	vee of the issue	r or investme	ent fund manage	er	
✓ None of the above			9	,	,				
d) Compensation details	n naid arta ba naid ta	the negrous ident	ified in Itama ()(a)	in same	antiam with the d	istaibution Da	ravida all arrav	ata in	
Provide details of all compensation Canadian dollars. Include cash co	mmissions, securities-ba	ased compensatio	on, gifts, discount	s or othe	r compensation.	Do not repor	rt payments for	services	
incidental to the distribution, such allocation arrangements with the						for details abo	out, or report on	, internal	
Cash commissions paid		_				0	d- 0   0it.	d- 0	
Value of all securities			• "		Security code 1 W N T	Security co	ode 2 Security	code 3	
distributed as compensation			Security codes	L	.				
Describe te	rms of warrants, options	s or other rights			ch warrant is o		into one shar ears.	e at a	
Other compensation <sup>5</sup>	i	Describe							
Total compensation paid	11,374.9	4							
Check box if the pers	son will or may receive	⊐ any deferred con	npensation (desc	cribe the	terms below)				
<sup>4</sup> Provide the aggregate value of	all securities distribute	d as compensatio	on, excludina on	tions. wa	arrants or other	rights exercis	sable to acquire		
additional securities of the issue rights exercisable to acquire add	er. Indicate the security	codes for all sec							
<sup>5</sup> Do not include deferred compe									

a) Name of person compen	sated and regis	tration status												
Indicate whether the person compe	ensated is a registr	ant.		☐ No		<b>√</b>	Yes	6						
If the person compensated is an in	dividual, provide ti	he name of the	individ	dual.										
Full legal name of individu	ıal													
	F	amily name			First	given r	name			Sec	ondary (	given na	ames	
If the person compensated is not a	n individual, provi	de the following	g infor	mation.										
Full legal name of	non-individual	Echelon Wea	alth Pa	artners In	C.									
Firm	NRD number	3 2	4	2	0			(	if appli	cable)				
Indicate whether the person compe	ensated facilitated	the distribution	throu	gh a fundi	ng porto	al or a	n inte	 rnet-b	ased po	ortal.	<b>√</b>	No		Yes
b) Business contact informa	ation													
If a firm NRD number is not provid	led in Item 8 (a), p	rovide the busi	ness co	ntact infor	mation	of the	perso	n beir	ng comp	oensated.				
Street address														
Municipality						F	Provir	nce/S	State					
Country					Р	ostal	code	/Zip c	code					
Email address														
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.														
Connect with the issuer			,00 /	o. a.e pa.p		-	_			er than ar	n invest	tment f	iund)	
Director or officer of the			ınd ma	nager					,	r investm			·	
✓ None of the above					ш -		, 00 0.						age.	
d) Compensation details		d to the comment	: 4 4:	£ - d : 14	- 0(-) :		4'		ul di		D	-11		:
Provide details of all compensation Canadian dollars. Include cash com	missions, securitie	s-based compe	nsatio	n, gifts, dis	counts c	or othe	r com	penso	ition. D	o not rep	ort payı	ments	for se	ervices
incidental to the distribution, such a allocation arrangements with the d										details a	bout, or	r report	t on,	internal
Cash commissions paid	19,25		<i>a 11011</i>		compen	Г				0 "			**	
Value of all securities							W	rity co	T	Security of	code 2	Secu	rity co	ode 3
distributed as compensation <sup>4</sup>			5	Security co	des	L		., 1	<u>'  </u>					
Describe tern	ns of warrants, op	tions or other r	ights	35,000 v								one sl	nare	at a
Other compensation <sup>5</sup>		Des	cribe											
Total compensation paid	19,25	0.00												
Check box if the perso	n will or may rece	ive any deferre	ed com	pensation	(descri	be the	term	s belo	w)					
<sup>4</sup> Dravida the aggregate value of a	Il coourition diatrik	utad as samp	nootic	n ovoludi	na ontio	no 44	orrant	a ar a	thar ria	hta avara	vicable i	to oogu	uiro	
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer.	Indicate the secu	rity codes for a												er
rights exercisable to acquire addit Do not include deferred compens		นาษารรมษา												

a) Name of person compensat	ed and registra	tion status								
Indicate whether the person compenso	nted is a registran	· .	☐ No	<b>✓</b>	Yes					
If the person compensated is an indivi	dual, provide the	name of the indiv	ridual.							
Full legal name of individual										
	Fam	ily name		First giver	name		Sec	ondary given	names	<u> </u>
If the person compensated is not an in	dividual, provide	the following info	rmation.							
Full legal name of no	n-individual Ca	naccord Genu	ity Corp.							
Firm NI	RD number	9 0 0				(if ap	oplicable)			
Indicate whether the person compenso	nted facilitated the	distribution thro	ugh a fundi	ng portal or	an inter	net-base	d portal.	✓ N	o [	Yes
b) Business contact information	n									
If a firm NRD number is not provided	in Item 8 (a), prov	ide the business (	contact infor	mation of th	e persoi	n being c	ompensated.			
Street address										
Municipality					Provin	ce/State	е			
Country			Ī	Posta	l code/	Zip code	e			
Email address	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.										
Connect with the issuer or in			yor are parp		-		other than ar	n investmen	t fund	)
☐ Director or officer of the inve			nanager			•	er or investm			
✓ None of the above				<u> </u>	-,					
d) Compensation details										
, .		.,		0();		*** **				
Provide details of all compensation par Canadian dollars. Include cash commis incidental to the distribution, such as	ssions, securities-b lerical, printing, le	ased compensati gal or accounting	on, gifts, dis 3 services. A	counts or oth n issuer is no	ner comp et require	pensatior ed to ask	n. Do not rep	ort payment	s for s	ervices
allocation arrangements with the direct			ı-ınaıvıauat	compensated	o by the	issuer.				
Cash commissions paid	3,674.8	55				ity code 1	Security of	code 2 Se	curity c	ode 3
Value of all securities distributed as compensation <sup>4</sup>			Security co	des	W	N T				
Describe terms of	of warrants, option	ns or other rights					exercisable iod of two y		hare	at a
Other compensation <sup>5</sup>		Describe								
Total compensation paid	3,674.8	33								
Check box if the person w	vill or may receive	any deferred co	mpensation	(describe th	e terms	s below)				
<sup>4</sup> Provide the aggregate value of all se	ecurities distribute	ed as compensat	ion excludi	na ontions u	varrante	s or other	riahts ever	risable to ac	auire	
additional securities of the issuer. Inc rights exercisable to acquire addition	licate the security	codes for all sec								er
<sup>5</sup> Do not include deferred compensation										

a) Name of person compe	ensated and regis	stration status							
Indicate whether the person com	pensated is a regist	rant.	☐ No	<b>√</b>	Yes				
If the person compensated is an individual, provide the name of the individual.									
Full legal name of indivi	dual								
		Family name	Firs	st given na	me	Seco	ndary given nan	nes	
If the person compensated is not	an individual, prov	ide the following infor	mation.						
Full legal name of	of non-individual	Research Capital	Corporation						
Fir	m NRD number	3 0 7	0		(if ap	plicable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  Ves									
b) Business contact inform	nation								
If a firm NRD number is not prov	ided in Item 8 (a), ہ	provide the business co	ontact information	n of the p	erson being co	mpensated.			
Street address									
Municipality				Pr	ovince/State				
Country			F	Postal co	ode/Zip code				
Email address	Email address Telephone number								
c) Relationship to issuer of	or investment fun	d manager							
Indicate the person's relationship							nnected" in Po	ırt B(2) of	
	the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.  Connect with the issuer or investment fund manager  Insider of the issuer (other than an investment fund)								
Director or officer of th	e investment fund o	or investment fund ma	anager $\square$	Employe	e of the issue	r or investme	ent fund mana	ger	
✓ None of the above			· Ш	, ,					
d) Compensation details									
Provide details of all compensation Canadian dollars. Include cash continuities incidental to the distribution, such allocation arrangements with the	ommissions, securiti h as clerical, printin	es-based compensatic g, legal or accounting	on, gifts, discounts services. An issue	or other or is not re	compensation equired to ask	. Do not repo	rt payments fo	or services	
Cash commissions paid	d 28,3	74.50		S	Security code 1	Security co	ode 2 Securit	ty code 3	
Value of all securities distributed as compensation		:	Security codes	V	V N T				
·		otions or other rights	51,590 warrar					are at a	
Other compensation	5	Describe	ρποε οι φο.σο	per sna	e loi a peni	od of two ye			
Total compensation paid	d 28,3	74.50							
Check box if the per-	son will or may rec	eive any deferred con	npensation (desc	ribe the te	erms below)				
<sup>4</sup> Provide the aggregate value of additional securities of the issue rights exercisable to acquire ad <sup>5</sup> Do not include deferred compe	er. Indicate the secu Iditional securities d	urity codes for all secu	on, <u>excluding</u> opti urities distributed	ions, warr as compe	rants or other ensation, <u>incl</u>	rights exercis uding options	sable to acquii s, warrants or o	re other	

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER						
If the issuer is an investment fund	d, do not complete l	Item 9. Procced to	Item 10.							
Indicate whether the issuer is any o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y one).					
✓ Reporting issuer in any juris	sdiction of Canada									
Foreign public issuer										
Wholly owned subsidiary of	a reporting issuer in	any jurisdiction of	Canada <sup>6</sup>							
Provide nan	ne of reporting issue	r						7		
Wholly owned subsidiary of	a foreign public issu	uer <sup>6</sup>						_		
Provide name of	foreign public issue	r						7		
Issuer distributing only eligil	ble foreign securities	and the distribution	n is to permitted clie	ents only <sup>7</sup>				_		
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.						
<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. <sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.										
If the issuer is none of the above, check this box and complete Item 9(a) - (c).										
a) Directors, executive officer	s and promoters of	of the issuer								
Provide the following information for	•		moter of the issuer T	or locations within	Canada s	tate the	nrovince	or		
territory; otherwise state the country.							province			
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individe resident jurisdictio individu	ual or ail n of		onship to			
				Province or	country	D	0	Р		
b) Promoter information										
If the promoter listed above is not an within Canada, state the province or										
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual			to promo			
				Province or country	D		C	)		
c) Residential address of eac	h individual									
Complete Schedule 2 of this form completed report. Schedule 2 also					(a) and (b)	and at	tach to t	he		

## **ITEM 10 - CERTIFICATION**

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

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

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

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

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/investment fund manager/agent	Aduro Clean Technologies Inc	duro Clean Technologies Inc.										
Full legal name	Vicus	icus Ofer										
	Family name	Secondary given names										
Title	Chief Executive Officer											
Telephone number	6476803515	Email address Ov	icus@aduroenergy.com									
Signature	/s/ Ofer Vicus	2021 06 15										
			YYYY MM DD									

TEM 11- CONTACT PERSON											
. 3	iness contact information for this report, if different than t			,	egulator m	nay contact with any questions					
Same as individua	al certifying the report										
Full legal name	Nicholson	Ashley			Title	Legal Administrative Assistant					
	Family name	First given name	Secondary	given names							
Name of company	Clark Wilson LLP										
Telephone number	6046875700		Email address	anicholson@	cwilson.	com					

#### Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.