Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 10098188

ITEM 1 - REPORT TYPE											
✓ New report											
Amended report	If amen	ded, pro	vide fi	ling dat	e of I	report	that is	being ame	ended		(YYYY-MM-DD)
TEM 2 - PARTY CERTIFYING THE REPORT											
	Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.										
Investment fund issuer											
✓ Issuer (other than an investment fund)											
	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 Cashbox Ventures Ltd.										
	gal name	Cashbo	x ven	tures Lt	u.						
Previous full le	_										
If the issuer's name ch	anged in the	last 12 mc	onths, pr	rovide mos	t rece	ent previ	ous lega	l name.			
	Website							(if applicabl	e)		
If the issuer has a legal entity is	dentifier, pro	vide below	. Refer t	o Part B o	f the I	Instructio	ons for tl	he definition	of "legal enti	ty identifier	<i>"</i>
Legal entity	identifier										
If two or more issuers distribute	ed a single se	curity, pro	vide the	full legal	name	e(s) of the	e co-issu	ıer(s) other th	an the issuer	[.] named abo	ove.
Full legal name(s) of co	-issuer(s)							(if applicabl	e)		
ITEM 4 - UNDERWRITER											
If an underwriter is completing	the report, p	rovide the	underw	riter's full	legal	name ai	nd firm l	NRD number.			
Full legal name						1	1				
Firm NRD number							(if app	olicable)			
If the underwriter does not hav	e a firm NRD	number, p	orovide	the head o	office	contact	informat	tion of the un	derwriter.		
Street address					_						_
Municipality							Provi	ince/State			
Country						Post	tal code	e/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 1 9 1 9 0									
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									
Does the issuer have a SEDAR profile?									
No ✓ Yes If yes, provide SEDAR profile number 0 0 4 6 2 6 9									
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 YT									
g) Public listing status									
If the issuer has a CUSIP number, provide below (first 6 digits only)									
CUSIP number									
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.									
Exchange name									
h) Size of issuer's assets									
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.									

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

If the issue is an investment fund, provide the following information: a) Investment fund manager information Full legal name							
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							
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 County Postal code/Zip code County Telephone number Postal code/Zip code Do Type of investment fund Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Do Type of investment fund that most accurately identifies the issuer (select only one). Do Money market De Quity De County De C							
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CUSIP number							
name of an exchange and not a trading facility such as, for example, an automated trading system							
name of an exchange and not a trading facility such as, for example, an automated trading system.							
Exchange name							
f) Net asset value (NAV) of the investment fund							
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).							
L L \$\the under \$\mathbf{S}M \qquad L \qquad \mathbf{S}M \text{ to under \$\mathbf{S}M \qquad \text{ to under \$\mathbf{S}M \qquad \text{to under \$\mathbf{S}M							
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M \$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation:							

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

purchase connectio	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.											
a) Currency												
Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.												
🖌 Can	✓ Canadian dollar US dollar Euro Other (describe)											
b) Dis	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.												
			S	tart da	^{ate} 2023	03 02	End	date	2023	03	02	
					YYYY	MM DD			YYYY	MM	DD	
c) De	tailed	purc	hase	r infc	ormation							
Comple	ete Scl	nedu	le 1 d	of th	is form for eac	h purchaser and	l attach the schedu	le to t	the compl	eted repo	rt.	
d) Ty	pes of	sec	uritie	s dist	ributed							
	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.											
										Car	nadian \$	
Security code		SIP nu applica			Description	of security	Number of securities		Single or lowest price	Highest	price	Total amount
SU	3		Subscription receipts - upon the satisfaction of certain escrow release conditions, each subscription receipt will result in the holder thereof being issued, for no additional consideration, one common share of the issuer			.00 0.100		0		1,750,000.00		
e) De	tails c	of righ	nts ar	nd co	nvertible/excha	ingeable securitie	es					
If any rig	hts (e.g	ı. war	rants,	optio	ns) were distribut	ed, provide the exer	rcise price and expiry do r terms for each convert				ertible/e	xchangeable securities
Convert exchang security	ible / eable	Un	iderlyir urity c	ng	Exerci (Cana	se price dian \$)	Expiry date (YYYY- MM-DD)		nversion ratio		e other i	tems (if applicable)
					Lowest	Highest				Fack at 1		
S U	В	С	М	S	0.0000					in item 70 the holde for no ad	d) abo er ther dition	tion receipt noted ove will result in eof being issued, al consideration, share of the
f) Su	mmary	/ of tl	he di	stribu	ition by jurisdict	tion and exemption	on					
purchase distributi This table purchase jurisdictie	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 ^{2ª} purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	13	430,000.00
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	2	35,000.00

Alberta	NI 45-106 2.3 [Accredited investor]	3	230,000.00
Manitoba	NI 45-106 2.3 [Accredited investor]	1	20,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	15	700,000.00
Québec	NI 45-106 2.3 [Accredited investor]	2	160,000.00
Bahamas	NI 45-106 2.3 [Accredited investor]	1	75,000.00
Cayman Islands	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	50,000.00
Malta	NI 45-106 2.3 [Accredited investor]	1	50,000.00
	Total dollar amount of se	curities distributed	1,750,000.00
	Total number of unique purchasers ^{2b}	39	

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

^{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.

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)

ITEM 8 - COMPENSATION I	NFORMATION					
Provide information for each persor the distribution. Complete addition					•	n in connection with
Indicate whether any compensation	n was paid, or will be po	aid, in connecti	on with the distribution	า.		
🗌 No 🖌 Yes	If yes, indicate nun	nber of perso	ons compensated.	1		
a) Name of person compens	ated and registration	status				
Indicate whether the person compe	nsated is a registrant.		No 🔽	🖊 Yes		
If the person compensated is an ind	ividual, provide the nam	ne of the individ	lual.			
Full legal name of individuate	al					
	Family n	ame	First give	n name	Secondary	y given names
If the person compensated is not an	individual, provide the	following inform	mation.			
Full legal name of r	non-individual PI Fin	ancial Corp./	Corporation Financ	ière PI		
Firm	NRD number 5	2 9	0	(if ap	olicable)	
					_	✓ No □ Yes
Indicate whether the person compe		tribution throu	gn a funaing portai or	an internet-basea	portal.	✓ No 📋 Yes
b) Business contact informat		44 - 4				
If a firm NRD number is not provide Street address	ea in item 8 (a), proviae	the business co	ntact information of tr	ne person being co	mpensatea.	
Street address						
Municipality				Province/State		
Country			Posta	I code/Zip code		
Email address			Tel	ephone number		
c) Relationship to issuer or in	nvestment fund mana	ager				
Indicate the person's relationship w the Instructions and the meaning o						cted" in Part B(2) of
Connect with the issuer o	r investment fund mana	iger	Insid	er of the issuer (of	ther than an inve	stment fund)
Director or officer of the in	nvestment fund or inves	tment fund ma	nager 🔲 Emp	loyee of the issue	r or investment fu	und manager
✓ None of the above						
d) Compensation details						
Provide details of all compensation Canadian dollars. Include cash comm incidental to the distribution, such a allocation arrangements with the di Cash commissions paid	missions, securities-base s clerical, printing, legal	d compensation or accounting	n, gifts, discounts or oti services. An issuer is no	her compensation. ot required to ask f	Do not report pa	yments for services
	10,000.00			Security code 1	Security code 2	Security code 3
Value of all securities distributed as compensation ⁴		5	Security codes			
Describe term	s of warrants, options o	r other rights				
Other compensation ⁵		Describe				
Total compensation paid	18,000.00					
Check box if the persor	n will or may receive any	y deferred com	pensation (describe th	ne terms below)		
⁴ Provide the aggregate value of all	securities distributed a	s comnensatio	n. excluding ontions	warrants or other i	riahts exercisable	e to acquire
additional securities of the issuer.	Indicate the security cod	des for all secu				
rights exercisable to acquire additi ⁵ Do not include deferred compensi		5451.				

ITEM 9 - DIRECTORS, EXECU	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	UER							
If the issuer is an investment fund	l, do not complete l	tem 9. Procced to	Item 10.								
Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).											
✓ Reporting issuer in any jurisdiction of Canada											
Foreign public issuer											
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶											
Provide name of reporting issuer											
Wholly owned subsidiary of	Wholly owned subsidiary of a foreign public issuer ⁶										
Provide name of foreign public issuer											
Issuer distributing only eligi	ole foreign securities	and the distributio	n is to permitted clie	nts only ⁷				-			
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d). Proceed to Item	10.							
⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.											
If the issuer is none of the											
a) Directors, executive officer	s and promoters o	of the issuer									
Provide the following information for territory; otherwise state the country.	each director, execu	tive officer and pro				tate the	province	or			
Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residentail Relati		ionship to issuer ect all that apply)					
				Province or	country	D	0	Р			
b) Promoter information											
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.											
Organization or company name	rganization or company name Family name F		Secondary given	Residential jurisdiction of individual			p to promoter poth if applicable)				
				Province or country D			С	,			
c) Residential address of eac			· · · · · · ·								
Complete Schedule 2 of this form completed report. Schedule 2 also					(a) and (b)	and at	tach to tl	ne			

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	Cashbox Ventures Ltd.						
Full legal name	Cruise Connor						
	Family name	First given name	·	Secondary given names			
Title	Chief Executive Officer						
Telephone number	2365477463	Email address conn		nnor@cashboxventures.io			
Signature	"Connor Cruise"	Date	2023	03	10		
			YYYY	MM	DD		

ITEM 11- CONTACT PERSON

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

Same as individual certifying the report

Full legal name	Silva	Denis			Title	Partner
	Family name	First given name	Secondary	given names		
Name of company	DLA Piper (Canada) LLF	0				
Telephone number	6046432950	I	Email address	denis.silva@	dlapiper	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.