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.									
Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to Ni 81-106.									
	✓ Issuer (other than an investment fund)								
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Item 3 - Issuer Name and Ot									
Provide the following information about t		vestment fund, about the fund.							
Full legal name									
Previous full legal name									
If the issuer's name changed in th	le last 12 months, provide most	recent previous legal name.							
Website		(if applicab	le)						
If the issuer has a legal entity identifier, p	rovide below. Refer to Part B of t	he Instructions for the definition	of "legal entity identifier".						
Legal entity identifier									
If two or more issuers distributed a single	security, provide the full legal n	ame(s) of the co-issuer(s) other th	han the issuer named above						
Full legal name(s) of co-issuer(s)		(if applicab	le)						
ITEM 4 - UNDERWRITER INFORI									
If an underwriter is completing the report,		aal name and firm NRD number							
Full legal name	F		·						
Firm NRD number		(if applicable)							
If the underwriter does not have a firm NH	D number, provide the head of	ice contact information of the ur	nderwriter.						
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 2 1 2 2 1
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 7 8 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 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 Furn NRD number 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 Guntry Postal code/Zip code Telephone number D Type of investment fund Tree of investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Indicate whether one or both of the following apply to the investment fund. Investment fund issuers Is a UCIT's Fund' 'understaining for the Collective Investment fund issuers Is a UCIT's Fund' 'understaining for the Collective Investment of Transferable Securities funds (UCIT's Funds) are investment funds regulated by the European Union (C) Date of formation and financial year-end of the investment fund Suppresent fund a reporting issuer in any jurisdication of Canada? No Yes It he investment fund a reporting issuer in any jurisdication of Canada? No Yes It he investment fund hars a CUSP number, provide below (first 6 digits only) CUSP number On O Public listing status of the investment fund is a reporting issuer. All All All </th
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CUSIP number
name of an exchanae and not a tradina facility such as, for example, an automated tradina 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

purcha connea Schedu	asers reside ction with ule 1 of the	ent in that the distrib e report.	jurisd	iction of Canada	only. Do not include	risdiction of Canada, ind e in Item 7 securities issu he information provided	ied as pay	ment of co	ommissions or f	inder's fees in
a) (Currency									
Select	the curren	cy or curre	encies	in which the distr	ibution was made.	All dollar amounts provi	ded in the	report mu	ıst be in Canadı	ian dollars.
✓ Ca	anadian (dollar		US dollar	Euro	Other (descri	be)			
b)	Distributi	on date(s	5)							
as bot		and end a	lates.	If the report is bei	-	or securities distributed o es distributed on a conti	-			
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c) l	Detailed	purchase	er info	rmation						
Сотр	plete Sch	edule 1	of thi	is form for eac	h purchaser and	attach the schedul	e to the c	complete	ed report.	
d) -	Types of	securitie	s dist	ributed						
						er security basis. Refer t CUSIP number assigned				ow to indicate the
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^{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)

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. Indicate whether any compensation was paid, or will be paid, in connection with the distribution. No ✓ Yes If yes, indicate number of persons compensated. 1 a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. ✓ No If the person compensated is a registrant. ✓ No Full legal name of individual, provide the name of the individual. Full legal name of individual provide the following information. Full legal name of non-individual Furth person compensated facilitated the distribution through a funding portal or an internet-based portal. If the person compensated facilitated the business contact information of the person being compensated.
No ✓ Yes If yes, indicate number of persons compensated. 1 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 Busche 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 Firm NRD number Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes
a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. If the person compensated is an individual, provide the name of the individual. Full legal name of individual Busche Karsten 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 Firm NRD number Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Y b) Business contact information
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Full legal name of non-individual Firm NRD number Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. b) Business contact information
Firm NRD number (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Image: Comparison of the person compensated facilitated the distribution through a funding portal or an internet-based portal. b) Business contact information
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Y
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 Markburgstr, 45
Municipality Berlin Province/State
Country Germany 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.
Connect 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
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 service 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, inter allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.
Cash commissions paid Security code 1 Security code 2 Security code 3
Value of all securities 92,000.00 Security codes C M S I I
Describe terms of warrants, options or other rights 400,000 common shares at a deemed price of \$0.23 per share.
Other compensation ⁵ Describe
Total compensation paid 92,000.00
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

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 o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y 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 a foreign public issuer ⁶										
Provide name of	Provide name of foreign public issuer									
Issuer distributing only eligi	ole foreign securities	and the distributio	n is to permitted clie	nts only7				-		
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d). Proceed to Item	10.						
If the issuer is at least one of the above, do not complete Item 9(a) – (c). 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 promotors of	f the issuer								
a) Directors, executive officer Provide the following information for			moter of the issuer F	or locations within	Canada s	tate the	nrovince	or		
territory; otherwise state the country.							province			
Organization or company name	Organization or company nameFamily nameFirst given nameSecondary given nameBusiness location of non-individual or residential jurisdiction of individualRelationship to iss (select all that application of individual)									
				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	Family name	First given name	Secondary given	Residential jurisdiction of individual			to promo oth if appl			
				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	Manning Ventures Inc.						
Full legal name	Kropivnitski	Zula					
	Family name	First given name		Seconda	ary given n	ames	
Title	Chief Financial Officer						
Telephone number	er 6046810084 Email address zkropivnitski@p			nitski@pre	reaknessgroup.com		
Signature	"Zula Kropivnitski"	Date	2021	06	16		
			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				Title	
	Family name	First given name	Secondary given names		
Name of company					
Telephone number		Er	nail address		

Notice - Collection and use of personal information

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

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

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

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

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information
 pertaining to the individual as set out in 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.