Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT	Түре					
X New report Amended report	port If amended, provide filing date of report that is being amended. (YYYY-MM-DD)					
ITEM 2 - PARTY C	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 X Issuer (other than an investment fund) Underwriter						
ITEM 3 – ISSUER N	Name and Other Identifiers					
Provide the following inform	nation about the issuer, or if the issuer is an investment fund, about the fund.					
Full le	legal name Draganfly Inc.					
Previous full le						
If the issuer's nam	ne changed in the last 12 months, provide most recent previous legal name.					
	Website draganfly.com (if applicable)					
If the issuer has a legal entit	ty identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".					
Legal entit	ity identifier					
ITEM 4 – UNDERW	WRITER INFORMATION					
	ting the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.					
Full legal name	J. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.					
Firm NRD number	(if applicable)					
If the underwriter does not h	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 corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool .						
NAICS industry code 3 3 6 4 1 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						
b) Number of employees						
Number of employees: X 0 – 49 50 – 99 100 – 499 500 or more						
c) SEDAR profile number						
Does the issuer have a SEDAR profile? No X Yes If yes, provide SEDAR profile number 0 0 0 4 8 2 1 7						
If the issuer does not have a SEDAR profile complete Item 5(d) – (h).						
d) Head office address						
Street address Province/State						
Municipality Postal code/Zip code						
Country Telephone number						
e) Date of formation and financial year-end						
Date of formation Financial year-end MM DD MM DD						
f) Reporting issuer status						
Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes						
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB BC MB NB NL NT NS NU ON PE QC SK YT						
g) Public listing status						
If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number						
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems. Exchange names						
h) Size of issuer's assets						
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date. \$\begin{align*} \\$0 \to \text{under \$5M} \\ \\$5M \to \text{under \$25M} \\ \\$25M \to \text{under \$100M} \\ \\$0 \text{100M} \\ \\$0						
\$100M to under \$500M \$500M to under \$1B \$1B or over						

ITEM 6 – INVESTMENT FUND ISSUER INFORMATION			
If the issuer is an investment fund, provide the following information.			
a) Investment fund manager information			
Full legal name			
Firm NRD Number (if applicable)			
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street Address			
Country Postal code/Zip code			
Telephone number Website (if applicable)			
b) Type of investment fund			
Type of investment fund that most accurately identifies the issuer (select only one).			
Money market Equity Fixed income Balanced Alternative strategies Other (describe)			
Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers			
Is a UCITs Fund ¹			
¹ Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow			
collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.			
c) Date of formation and financial year-end of the investment fund			
Date of formation Financial year-end MM DD MM DD			
d) Reporting issuer status of the investment fund			
Is the investment fund a reporting issuer in any jurisdiction of Canada? No Yes			
If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.			
All BC MB NB NL NT			
NS NU ON PE QC SK YT			
e) Public listing status of the investment fund			
If the investment fund has a CUSIP number, provide below (first 6 digits only).			
CUSIP number			
If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the investment fund has applied for and received a listing, which excludes, for example, automated trading systems.			
Exchange names			
f) Net asset value (NAV) of the investment fund			
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).			
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M			
\$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation:			

ITEM 7 - INFORMATION 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, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

	a)	Currency						
Selec	t the	currency or currencies in w	hich	the distribution wa	ıs mac	ie. All dolla	r amounts provided	in the report must be in Canadian dollars.
		Canadian dollar	Х	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	03	05	End date	2021	03	05
	YYYY	M M	DD		YYYY	MM	DD

c) Detailed purchaser information

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

d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

							Canadian \$	
:	Security code		CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
U	В	S		One common share and one common share purchase warrant	25,771,465	USD\$0.47 CDN\$0.60	USD\$0.47 CDN\$0.60	15,462,879

e) Details of rights and convertible/exchangeable securities

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

Se	Security code			Underlying security code		Exercise price (Canadian \$)		Expiry date	Conversio	Describe other terms (if applicable)
	,		sec	urity c	oae	Lowest	Highest	(YYYY-MM-DD)	n ratio	, II ,
W	N	Т	С	М	S	USD\$0.71		2023-03-05	1:1	

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 purchasers	Total amount (Canadian \$)
BC	2.3 of NI 45-106	13	458,480.40
AB	2.3 of NI 45-106	10	1,446,965.40
MB	2.3 of NI 45-106	3	19,320.00
ON	2.3 of NI 45-106	23	645,651.00
QC	2.3 of NI 45-106	6	31,440.00
NFLD	2.3 of NI 45-106	1	34,443.60
US	Other - SKFSC Rule 72-901	1225	12,334,572.60
UK	Other - SKFSC Rule 72-901	10	59,101.20
Australia	Other - SKFSC Rule 72-901	8	48,328.20
Bulgaria	Other - SKFSC Rule 72-901	1	2,484.00
Colombia	Other - SKFSC Rule 72-901	1	3,000.00

Estonia	Other - SKFSC Rule 72-901	1	31,914.00				
France	Other - SKFSC Rule 72-901	2	2,596.80				
Germany	Other - SKFSC Rule 72-901	2	19,860.00				
Guam	Other - SKFSC Rule 72-901	1	3,000.00				
Ireland	Other - SKFSC Rule 72-901	1	1,800.00				
Kenya	Other - SKFSC Rule 72-901	1	1,276.80				
Mexico	Other - SKFSC Rule 72-901	1	1,290.00				
Netherlands	Other - SKFSC Rule 72-901	1	9,616.80				
New Zealand	Other - SKFSC Rule 72-901	4	59,722.80				
Norway	Other - SKFSC Rule 72-901	2	46,032.00				
Portugal	Other - SKFSC Rule 72-901	2	6,076.80				
Singapore	Other - SKFSC Rule 72-901	6	58,137.00				
South Africa	Other - SKFSC Rule 72-901	4	13,396.80				
Spain	Other - SKFSC Rule 72-901	4	5,632.80				
Sweden	Other - SKFSC Rule 72-901	1	4,140.00				
Switzerland	Other - SKFSC Rule 72-901	8	98,100.00				
Taiwan	Other - SKFSC Rule 72-901	1	1,500.00				
Turkey	Other - SKFSC Rule 72-901	1	15,000.00				
	Total dollar amount of securities distributed						
	Total number of unique purchasers ²	1344					

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

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

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

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.	N/A			
2.				
3.				

ITEM 8 - COMPENSATION INFORMATION					
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.					
Indicate whether any compensation was paid, or will be paid, in connection with the distribution. No x Yes If yes, indicate number of persons compensated. 2					
a) Name of person compensated and registration status					
Indicate whether the person compensated is a registrant. X 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 Dalmore Group, LLC					
Firm NRD number (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. X No Yes					
b) Business contact information					
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address 1177 Avenue of the Americas - 7 th Floor					
Municipality New York Province/State NY					
Country USA Postal code/Zip code 10036					
Email address etan@dalmorefg.com Telephone number 917-319-3000					
c) Relationship to issuer or investment fund manager					
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager X None of the above					
d) Compensation details					
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid US\$121,126.07 CDN\$153,442.51					
Value of all securities distributed as compensation ⁴ Security codes Security code 1 Security code 2 Security code 3					
Describe terms of warrants, options or other rights					
Other compensation ⁵ Describe					
Total compensation paid US\$121,126.07 CDN\$153,442.51					
Check box if the person will or may receive any deferred compensation (describe the terms below)					
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.					

ITEM 8 - COMPENSATION INFORMATION						
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.						
Indicate whether any compensation was paid, or will be paid, in connection with the distribution. No x Yes If yes, indicate number of persons compensated. 2						
a) Name of person compensated a	nd registration status					
Indicate whether the person compensated is a re	egistrant.					
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, µ						
Full legal name of non-indivi	dual Hybrid Financia	<u> </u>				
Firm NRD nur Indicate whether the person compensated facilit		(if applicated) (if applicated				
X No Yes						
b) Business contact information						
If a firm NRD number is not provided in Item 8(•	ntact information of the perso	n being compensated.			
Street address 1700 - 40	King Street West					
Municipality Toronto		Province/State	ON			
Country Canada		Postal code/Zip code	M5H 3Y2			
Email address smarshall(hybridfinancial.ca	Telephone number	647-931-4015			
c) Relationship to issuer or investm	ent fund manager					
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund)						
Director or officer of the investmen		managei				
Employee of the issuer or investm X None of the above	ent lund manager					
d) Compensation details						
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid CDN\$854,000						
Value of all securities distributed as compensation ⁴	Securit	y codes Security code 1	Security code 2 Security code 3			
Describe terms of warrants, options or other rights						
Other compensation ⁵	Describe					
Total compensation paid CDN\$854,000						
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 Indicate the security codes for all securities distributed as ⁵ Do not include deferred compensation.						

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER									
If the issuer is an investment fund,	do not complete Ito	em 9. Proceed t	o Item 10.						
Indicate whether the issuer is any of t	he following (select a	ll that apply).							
X Reporting issuer in any juriso	liction of Canada								
Foreign public issuer									
Wholly owned subsidiary of a	a reporting issuer in a	any jurisdiction o	of Canada ⁶						
Provide name of reporting issuer									
Wholly owned subsidiary of a foreign public issuer ⁶									
Provide name of foreign public issuer									
Issuer distributing eligible foreign securities only to permitted clients ⁷									
If the issuer is at least one of the an 6An issuer is a wholly owned subsidiary of a law to be owned by its directors, are benefici 7Check this box if it applies to the current dis of "eligible foreign security" and "permitted cl	reporting issuer or a fore ally owned by the reporti tribution even if the issue ient" in Part B(1) of the Ir	ign public issuer if a ng issuer or the fore r made previous dis ostructions.	all of the issuer's eign public issuer stributions of othe	outstandii r, respecti er types o	ng voting secu vely.				
		-		(<i>c</i>).					
Provide the following information for territory, otherwise state the country.							da, stat	te the pro	ovince or
Organization or company name	Organization or company name Family name First given		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	Р
b) Promoter information									
If the promoter listed above is not an locations within Canada, state the pro Officer.									
Organization or company name	Family name	First given name	Secondary given names Province or country			ationship to prom			
							0		
c) Residential address of a	ach 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.

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ITEM 10 - CERTIFICATION

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

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

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

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Sun	Paul				
	Family name	First given nam	е	Secondary given names		
Title	Chief Financial Officer & Corporate Secretary					
Name of issuer/underwriter/ investment fund manager	Draganfly Inc.					
Telephone number	800-979-9794	Email address	Paul.Sun@draganfly.com			
Signature	(s) "Paul Sun"	Date	2021 03 15		15	
		•	YYYY	MM	DD	

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ITEM 1		ONTACT	L EKOUN

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	Solicitor			
	Family name	First given name	Secondary giv names	/en				
Name of company	DLA Piper (Canada) LLF)						
Telephone number	604-643-2950		Email address	denis.silva@dla	piper.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:

- 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.