Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9478235

ITEM 1 - REPORT TYPE										
New report										
Amended report	✓ Amended report If amended, provide filing date of report that is being amended 2021 05 28 (YYYY-MM-DD)									
TEM 2 - PARTY CERTIFYING THE REPORT										
Indicate the party certifying the Instrument 81-106 Investment									restment fund, refer to sec	tion 1.1 of National
□ Investment fund issuer										
✓ Issuer (other than an investment fund)										
			,							
ITEM 3 - ISSUER NAME	AND OT	HER IDE	NTIFIE	RS						
Provide the following information						ment fu	nd, abou	it the fund.		
Full le	egal name	1111 A	cquisit	tion Cor	р.					
Previous full le	Previous full legal name									
If the issuer's name changed in the last 12 months, provide most recent previous legal name.										
	Website							(if applicabl	e)	
If the issuer has a legal entity is	dentifier <u>,</u> pı	ovide belov	v. Refer t	to Part B o	of the I	nstructio	ons for th	he definition	of "legal entity identifier".	
Legal entity	identifier									
If two or more issuers distribute	ed a single	security, pro	ovide the	e full legal	name	(s) of th	e co-issu	er(s) other th	an the issuer named abov	e.
Full legal name(s) of co)-issuer(s)							(if applicabl	e)	
ITEM 4 - UNDERWRITER	R INFORM	NATION								
If an underwriter is completing	the report,	provide the	e underw	vriter's full	legal	name a	nd firm N	NRD number.		_
Full legal name										
Firm NRD number							(if app	licable)		
If the underwriter does not hav	e a firm NF	D number,	provide	the head o	office	contact	informati	ion of the un	derwriter.	
Street address										
Municipality							Provi	ince/State		Ĩ
Country					Ī	Pos	tal code	e/Zip code		Ĩ
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 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 Ves If yes, provide SEDAR profile number 0 0 0 4 9 9 5
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.
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 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

conr	hasers re	sident ith the	in tha distrib	t jurisd	iction of Canada	only. Do not include	isdiction of Canada, inc in Item 7 securities issu e information provided	ied as paymei	nt of co	ommissions or fi	nder's fees in
a)	Curre	псу									
Sele	ct the cu	rency	or curr	encies	in which the dist	ribution was made. A	All dollar amounts provi	ded in the rep	ort mi	ust be in Canadi	an dollars.
\checkmark	Canadia	an dol	lar		US dollar	Euro	Other (descrit	pe)			
b)	Distri	oution	date(s)							
as b	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 01 31 End date 2021 01 31										
					YYYY	MM DD		YYYY	N	I DD	
C)	Detail	ed pu	rchase	er info	rmation						
Cor	nplete	Sched	ule 1	of thi	is form for eac	ch purchaser and	attach the schedule	e to the con	plete	ed report.	
d)	Турез	of se	curitie	es dist	ributed						
							er security basis. Refer to CUSIP number assigned				ow to indicate the
										Canadian \$	
	curity ode	CUSIP ı (if appl	number icable)		Description	n of security	Number of securities	Single o lowest price		Highest price	Total amount
W	NT			Spe	cial Warrants	\$	6,930,000.0	0.0	500	0.0500	346,500.00
e)											
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.											
	e distribi		rovide	the co							xchangeable securities
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f) Stat purce distri This purce juris	e distribu nivertible hangeabl curity cod N N Summ e the tot chaser re- ribution table re- chaser re- diction. jurisdicti Britis Britis	T C ary of al dolla sides a n a jur guires sides, i ons with rovince country	Inderly ecurity of M the d fr amound for isdictic a separ f a puro hin Ca or umbia	istribution of Contract of Con	tion by jurisdic securities distribut xemption relied c anada, include du e item for: (i) eac resides in a jurist state the province NI 45-106 2 NI 45-106 2 associates]	d describe any other ise price adian \$) Highest 0.1000 tion and exemption ition and exemption ition and the number on in Canada for that istributions to purcha th jurisdiction where diction of Canada, ar e or territory, otherwo Exemption relied .3 [Accredited in	Expiry date (YYYY-MM-DD) 2023-01-31 2023-01-31 of purchasers for each j distribution. However, resers resident in that jur a purchaser resides, (ii) ad (iii) each exemption in tise state the country. on vestor] ds and business	Conversion ratio	The autors of the second of th	Describe other i Describe other i Describe other i Describe other i Describe other i Describe other i Describe of a Description of one arrant, exerci- port and one arrant, exerci- port of \$0.10 f Description of the other of \$0.10 f Description of \$0.10 f Description	tems (if applicable) l'arrants will convert into units ne common share purchase isable into a e at an exercise for 24 months of issuance. urisdiction where a da completes a sdiction where a esides in a foreign mount (Canadian \$) 170,000.00

NI 45-106 2.5 [Family, friend s SS Alberta associates]

Nova Scotia	NI 45-106 2.3 [Accredited investor]	2	15,000.00
	Total dollar amount of se	curities distributed	346,500.00
	Total number of unique purchasers ^{2b}	41	

^{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 person the distribution. Complete addition							nsation in connection with
Indicate whether any compensation	on was paid, or will be po	aid, in connecti	on with the dist	tribution			
🗌 No 🗹 Yes	If yes, indicate nun	nber of perso	ns compensa	ated.	3		
a) Name of person compens	sated and registration	status					
Indicate whether the person compe	nsated is a registrant.		No No	\checkmark	Yes		
If the person compensated is an inc	lividual, provide the nam	e of the individ	lual.				
Full legal name of individu	al						
	Family n	ame	F	irst given	name	Sec	ondary given names
If the person compensated is not ar		-					
Full legal name of r	non-individual Hayw	ood Securitie	es Inc.				
Firm	NRD number 1	6 3	0		(if ap	oplicable)	
Indicate whether the person compe	nsated facilitated the dis	tribution throu	gh a funding p	ortal or o	an internet-base	d portal.	✓ No 🗌 Yes
b) Business contact informa	tion						
If a firm NRD number is not provide	ed in Item 8 (a), provide	the business co	ntact informati	ion of th	e person being c	ompensated.	
Street address							
Municipality					Province/State	e	
Country				Postal	code/Zip code	e 🗌	
Email address				Tele	phone numbe	r	
c) Relationship to issuer or i	nvestment fund mana	ager					
Indicate the person's relationship w the Instructions and the meaning o							connected" in Part B(2) of
Connect with the issuer of	or investment fund mana	iger		Inside	er of the issuer (other than a	n investment fund)
Director or officer of the in	nvestment fund or inves	tment fund ma	nager	Emplo	oyee of the issue	er or investm	nent fund manager
✓ None of the above							
d) Compensation details							
Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such a allocation arrangements with the di	missions, securities-base s clerical, printing, legal rectors, officers or emplo	d compensation or accounting	n, gifts, discoun services. An issi	its or oth uer is no	er compensatior t required to ask	n. Do not rep	ort payments for services
Cash commissions paid	3,600.00				Security code 1	Security of	code 2 Security code 3
Value of all securities distributed as compensation ⁴		S	ecurity codes				
Describe term	s of warrants, options o	r other rights					
Other compensation ⁵		Describe					
Total compensation paid	3,600.00						
Check box if the persor	n will or may receive any	/ deferred com	pensation (des	scribe th	e terms below)		
⁴ Provide the aggregate value of al	l securities distributed a	s compensatio	n, excludina o	otions. w	varrants or other	rights exerc	isable to acauire
additional securities of the issuer. rights exercisable to acquire additi	Indicate the security cod	des for all secu					
⁵ Do not include deferred compens							

a) Name of person compensa	ted and registration	on status									
Indicate whether the person compens	ated is a registrant.		No No	γY	es						
If the person compensated is an indiv	idual, provide the na	me of the indivi	dual.								
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 Leede Jones Gable Inc.											
Firm N	IRD number 5	7 7	0		(if app	licable)					
Indicate whether the person compens	ated facilitated the a	istribution throu	igh a funding port	tal or an in	nternet-based	portal.	🖊 No 🗌 Ye	es			
b) Business contact information	on										
If a firm NRD number is not provided	in Item 8 (a), provid	e the business co	ontact informatior	n of the per	rson being con	npensated.					
Street address											
Municipality				Pro	vince/State			7			
Country			F	Postal coo	de/Zip code			Ī			
Email address				Telepho	one number			Ī			
c) Relationship to issuer or in	vestment fund mai	nager	-								
Indicate the person's relationship with the Instructions and the meaning of '						aning of "connec	ted" in Part B(2) o	of			
Connect with the issuer or			· · ·		-	ner than an inve	stment fund)				
Director or officer of the inv						or investment fu					
✓ None of the above			•				Ū				
d) Compensation details											
Provide details of all compensation po	nid, or to be paid, to t	he person identi	fied in Item 8(a) ii	n connectio	on with the dis	stribution. Provia	e all amounts in				
Canadian dollars. Include cash comm incidental to the distribution, such as	issions, securities-bas	ed compensatio	n, gifts, discounts	or other co	ompensation.	Do not report pa	yments for service				
allocation arrangements with the dire						n aetatis about, (or report on, unter	nut			
Cash commissions paid	400.00)		Se	ecurity code 1	Security code 2	Security code 3	5			
Value of all securities		_ 	Security codes					1			
distributed as compensation ⁴	- (
-	of warrants, options	-									
Other compensation ⁵		Describe									
Total compensation paid	400.00										
Check box if the person	will or may receive a	ny deferred con	npensation (descr	ribe the ter	rms below)						
⁴ Provide the aggregate value of all s	ecurities distributed	as compensatio	on, <u>excluding</u> opti	ons, warra	ants or other ri	ights exercisable	to acquire				
additional securities of the issuer. In rights exercisable to acquire addition	dicate the security c	odes for all secu									
⁵ Do not include deferred compensat											

a) Name of person com	pensated and registratio	n status								
Indicate whether the person co	ompensated is a registrant.		✓ No		Yes					
If the person compensated is a	n individual, provide the nai	me of the individ	lual.							
Full legal name of indi	vidual									
	Family	name	Firs	st given na	me	Second	lary given names			
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual Marketworks Corporate Communications										
Firm NRD number (if applicable)										
Indicate whether the person co	ompensated facilitated the d	istribution throu	gh a funding por	tal or an	internet-based	portal.	✓ No 🗌	Yes		
b) Business contact info	rmation									
If a firm NRD number is not pr	rovided in Item 8 (a), provide	e the business co	ntact information	n of the p	erson being co	mpensated.				
Street address	103-1502 Island Park V	Valk								
Municipality	Vancouver			Pr	ovince/State	British Co	lumbia			
Country	Canada		F	Postal co	ode/Zip code	V6H 3Z8				
Email address				Teleph	ione number					
c) Relationship to issuer	or investment fund mar	nager								
Director or officer of		4 of NI 45-106 fo nager	or the purposes o	f complet Insider o	ing this section of the issuer (of	her than an in	nected" in Part B(2 vestment fund) t fund manager	?) of		
None of the above										
d) Compensation details										
Provide details of all compensa Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with t Cash commissions p	commissions, securities-bas uch as clerical, printing, lega he directors, officers or emp	ed compensation Il or accounting : loyees of a non-I	n, gifts, discounts services. An issue	or other er is not re	compensation. equired to ask f	Do not report	payments for serv	vices		
]		5	Security code 1	Security code	e 2 Security code	≥3		
Value of all securiti distributed as compensation		S	Security codes							
Describe	terms of warrants, options	or other rights								
Other compensation	on ⁵	Describe								
Total compensation p	aid 6,000.00									
Check box if the p	erson will or may receive ar	ny deferred com	pensation (desc	ribe the t	erms below)					
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred com	uer. Indicate the security co additional securities of the is	odes for all secu						1		

ITEM 9 - DIRECTORS, EXECU	ITIVE OFFICERS	AND PROMOT	TERS OF THE ISS	UER								
If the issuer is an investment fun	d, do not complete	Item 9. Procced to	Item 10.									
Indicate whether the issuer is any o	f the following (seled	t the one that appli	es - if more than one	applies, select on	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 o	f foreign public issue	er										
Issuer distributing only eligi	ble foreign securitie	s and the distributio	on is to permitted clie	nts only ⁷								
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (c). Proceed to Item	10.								
securities that are required by law t respectively. ⁷ Check this box if it applies to the c	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	above, check this	box and complete	ltem 9(a) - (c).									
a) Directors, executive officer	rs and promoters	of the issuer										
Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.												
Organization or company name	Family name	First given name	Secondary given	Business loc non-individ residen jurisdictic individu	ation of ual or :ail n of		onship to ct all that					
				Province or	country	D	0	Р				
	Cameron	Robert		British Columb	ia	✓	 ✓ 					
	Sweatman	Michael		British Columb	ia	~						
	Young	Scott		British Columb	ia	✓	✓					
	Whitehead	Kristian		British Columb	ia		✓					
	Martino	Daniel		British Columb	ia		✓					
b) Promoter information												
If the promoter listed above is not ar within Canada, state the province or												
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual		ationship one or bo						
				Province or country	D		C)				
c) Residential address of eac	h individual											

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

ITEM 10 - CERTIFICATION

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

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

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

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

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of 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	1111 Acquisition Corp.							
Full legal name	Martino	Daniel						
	Family name	First given name	, i	Seconda	ary given n	ames		
Title	Chief Financial Officer							
Telephone number	7789891501	Email address	dmartino@dbmcpa.ca					
Signature	(signed) "Daniel Martino"	Date	2021	05	28			
			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.