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. 2024 06 25 (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 (in Québec, Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure).					
☐ Investment fund issuer					
☑ Issuer (other than an investment fund)					
☐ Underwriter					
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 Promino Nutritional Sciences Inc.					
Previous full legal name ELEMENT NUTRITIONAL SCIENCES INC.					
If the issuer's name changed in the last 12 months, provide most recent previous legal name.					
Website www.drinkpromino.com (if applicable)					
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".					
Legal entity identifier					
If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.					
Full legal name(s) of co-issuer(s) (if applicable)					
ITEM 4 - UNDERWRITER INFORMATION					
If an underwriter is completing the report, provide the underwriter's full legal name, firm NRD number, and SEDAR+ profile number.					
Full legal name					
Firm NRD number (if applicable)					
SEDAR+ profile number					

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 325410
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
Provide the issuer's SEDAR+ profile number
000050157
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)
SEDAR+ profile number
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 ☐ Cryptoasset ☐ Other (describe)

Indicate whet	ther one or bo	oth of the follo	wing apply to t	the investn	nent fund.			
☐ Invest pr	rimarily in ot	ther investmer	nt fund issuer	S				
☐ 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								
					CITs Funds) are investmei assport basis on authoriz			n Union (EU) directives
c) Net	asset value	e (NAV) of th	ie investme	nt fund				
Select the NA	V range of the	e investment fu	ınd as of the d	ate of the	most recent NAV calc	ulation (Canadi	an \$).	
Under \$5	5M	[\$5M to und	der \$25M	☐ \$25M to und	er \$100M	Date of NA	V calculation:
□ ¢100M to	o under \$50	iona [ີ່ \$500M to ເ	under \$1R	☐ \$1B or over			
□ Ψ100IVI C	O under 450.	Olvi _	_ \$3000141 to t	ייי אייטווג			YYYY	MM DD
HTCM 7 II		TION A BO	WITTUE D	JCTDID	HTION			
IIEWI/-I	NFURIVIA	ATION ABO	OI THE D	ISTRIB	UTION			
					a jurisdiction of Can			
					ada only. Do not incl which must be disclo			
		h the information					76y = 1.	
a) Cur	rency							
Salact the cur	rrancy or curi	rancias in which	h the distributi	ion was my	ada All dallar amour	ets provided in t	ha ranart mu	et he in Canadian
dollars.	Tericy or curr	'encies in winci	I the alsa ibaa	OH WUS HIL	ade. All dollar amour	its provided in d	пе героп ти	St be III Canadian
✓ Canadia	n dollar	US dollar	☐ Euro	Other (describe)			
b) Dist	tribution d	ates						
Ctate the dist	— tribution star	t and and dates	- If the renort	ic heina fil	ed for securities distr	ibuted on only (ona distributi	ion date provide
					t is being filed for sec			
include the st	tart and end	dates for the di	istribution per	iod covere	d by the report.			
	Start date	2024	06 10		End date	2024	06 10]
		YYYY	MM DD			YYYY	MM DD	_
c) Deta	ailed purch	haser inform	nation					
	·			_			_	
Complete Sc	:hedule 1 of	this form for e	ach purchase	er and att	ach the schedule to	the completed	d report.	
d) Typ	es of secu	rities distrib	uted					
Provide the fo	ollowing info	rmation for all	distributions r	eported or	า a per security basis	. Refer to Part A	(12) of the In:	structions for how
to indicate th					cate the full 9-digit Cl			
distributed.								
							Canadian \$	
COUGE I	CUSIP number (if	Descrip	otion of securi	ty	Number of securities	Single or lowest price	Highest price	Total amount

9,550,005.0000

0.1800

1,719,000.9000

applicable)

UBS

Units consisting of one share and

one warrant. Each warrant is exer		
cisable into one share.		

e) Details of rights and convertible/exchangeable securities

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

Convertible / exchangeable	e Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio	Describe other terms (if applicable)
security code		Lowest	Highest	,		аррисавіе)
WNT	CMS	0.3000		2026-06-10	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 unique purchasers ^{2a}	Total amount (Canadian \$)				
Alberta	NI 45-106 2.3 [Accredited investor]	2	72,000.0000				
British Columbia	NI 45-106 2.3 [Accredited investor]	10	737,901.0000				
Ontario	NI 45-106 2.3 [Accredited investor]	5	700,200.0000				
Saskatchewan	NI 45-106 2.3 [Accredited investor]	1	14,400.0000				
Panama	NI 45-106 2.3 [Accredited investor]	2	171,999.9000				
Bonaire Sint Eustatius and Saba	NI 45-106 2.3 [Accredited investor]	1	22,500.0000				
	Total dollar amount of securities distributed						
To	otal number of unique purchasers ^{2b}	21					

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

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada,

^{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.

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.

ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106) (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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 ✓ Yes If yes, indicate number of persons compensated. 4 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 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 INTEGRAL WEALTH SECURITIES LIMITED Firm NRD number 310 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** 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 Municipality Province/State Country 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 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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 ✓ None of the above d) Compensation details

Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incider services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issu	ntal to the distribut or report on, intern	ion, such as clerical	l, printing, legal or	accounting
Cash commissions paid	\$1,800.0000			
Value of all securities distributed as compensation ⁴	\$0.0000			
Security codes	Security code 1	Security code 2	Security code 3	
security codes	WNT			
Describe terms of warrants, options or other rights Other compensation ⁵ Describe	1 '	/arrants. Each Finc one share at \$0.30		
Total compensation paid ☐ Check box if the person will or may receive any def		on (describe the te	erms below)	
Check box if the person will of may receive any der	errea compensati	on (describe the te		
⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer. ⁵ Do not include deferred compensation.	• .	_	•	

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution.

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Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incides services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issuer	nmissions, securities ntal to the distribut or report on, intern	s-based compensat ion, such as clerical	ion, gifts, discount , printing, legal or	s or other accounting
Cash commissions paid	\$54,144.0000			
Value of all securities distributed as compensation ⁴	\$0.0000			
Security codes	Security code 1	Security code 2	Security code 3]
Security codes	WNT			
Describe terms of warrants, options or other rights Other compensation ⁵ Describe	exercisable into c	Warrants. Each Fin		
Total compensation paid	\$54,144.0000			
Check box if the person will or may receive any def	erred compensation	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensal securities of the issuer. Indicate the security codes for all securities distacquire 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) (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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 ✓ Yes If yes, indicate number of persons compensated. 4 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 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 ALPHANORTH ASSET MANAGEMENT Firm NRD number | 26330 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** 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 Municipality Province/State Country 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 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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 ✓ None of the above d) Compensation details

Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incides services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issuer	nmissions, securities ntal to the distribut or report on, intern	s-based compensat ion, such as clerical	ion, gifts, discount , printing, legal or	s or other accounting
Cash commissions paid	\$43,200.0000			
Value of all securities distributed as compensation ⁴	\$0.0000			
Security codes	Security code 1	Security code 2	Security code 3]
Security codes	WNT			
Describe terms of warrants, options or other rights Other compensation ⁵ Describe	exercisable into c	Warrants. Each Fin		
Total compensation paid	\$43,200.0000			
Check box if the person will or may receive any def	erred compensation	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensal securities of the issuer. Indicate the security codes for all securities distacquire 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) (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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 ✓ Yes If yes, indicate number of persons compensated. 4 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 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 NRD number | 5770 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** 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 Municipality Province/State Country 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 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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 ✓ None of the above d) Compensation details

Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incide services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issue	mmissions, securitie ntal to the distribut or report on, intern	s-based compensat ion, such as clerical	ion, gifts, discounts , printing, legal or	s or other accounting
Cash commissions paid	\$13,017.6000		7	
Value of all securities distributed as compensation ⁴				
	Security code 1	Security code 2	Security code 3	
Security codes	WNT	Security code 2	Security code 5	
Describe terms of warrants, options or other rights	1	/arrants. Each Find one share at \$0.30		
Other compensation ⁵			7	
Describe			Ī	
Bescribe			_	
Total compensation paid	\$13,017.6000		7	
☐ Check box if the person will or may receive any def	ferred compensati	on (describe the te	rms below)	
		(
⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer. ⁵ Do not include deferred compensation.		_	•	
ITEM 0 DIRECTORS EVECUTIVE OFFICE	DC AND DDAN	AOTEDS OF T	LE ICCLIED	
ITEM 9 – DIRECTORS, EXECUTIVE OFFICE	KS AND PROI	NOTERS OF IT	HE ISSUEK	
If the issuer is an investment fund, do not complete It	em 9. Proceed to I	tem 10.		
Indicate whether the issuer is any of the following (select t	he one that applies	if more than one	annlias salast only	ana)
_	ne one that applies	- ij iliole tilali olie	upplies, select offly	onej.
✓ Reporting issuer in a jurisdiction of Canada☐ Foreign public issuer				
Wholly owned subsidiary of a reporting issuer in a	ny jurisdiction of C	anada ⁶		
Provide name of reporting issuer	7,1			
☐ Wholly owned subsidiary of a foreign public issuer	6			
Provide name of foreign public issuer				
☐ Issuer distributing only eligible foreign securities a	nd the distribution	is to permitted cli	ents only ⁷	
If the issuer is at least one of the above, do not compl				
⁶ An issuer is a wholly owned subsidiary of a reporting issu				ing voting
securities, other than securities that are required by law to				

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 Item 9(a) – (c).							
a) Directors, e	xecutive (officers an	d promoters o	f 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	Family	First	Secondary	Business location of non-individual or residential jurisdiction of	Relationship to issuer		

Organization or company name	Family name	First given	Secondary given names	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)		
		name		Province or country	D	0	P

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	, , ,		Secondary given	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)	
company name	name	name	names	Province or country	D	О

c) Residential address of each 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 exempt 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/ investment fund manager/agent	investment fund Promino Nutritional Sciences Inc.					
Full legal name	SANZONE Vito					
	Family name	First give	en name	Secondary given names		
Title	CEO					
Telephone number	+1 (289) 348-1970 x222	Email address	vsanzone@d	rinkpromino.com]	
Signature	"Vito Sanzone"	Date	2024 YYYY	07 05 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	FAST	Brian	
	Family name	First given name	Secondary given names
Title	Lawyer		
Name of company	Cozen O'Connor LLP		
Telephone number	+1 (604) 603-6600	Email address BE	ast@cozen.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.

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 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.