Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9572481

ITEM 1 - REPORT TYPE									
✓ New report									
Amended report If amended, provide	de 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 Instrument 81-106 Investment Fund Continuous Disclosure	For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National								
☐ Investment fund issuer	ire and the companion policy to 14101 100.								
✓ Issuer (other than an investment fund)									
Underwriter	,								
ITEM 3 - ISSUER NAME AND OTHER IDENTIF									
Provide the following information about the issuer, or if the									
Full legal name Billy Goat B									
Previous full legal name 1266663 B.	B.C. Ltd.								
If the issuer's name changed in the last 12 months,	hs, provide most recent previous legal name.								
Website	(if applicable)								
If the issuer has a legal entity identifier, provide below. Refe	efer 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 t	le 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 unde	derwriter's full legal name and firm NRD number.								
Full legal name									
Firm NRD number	(if applicable)								
If the underwriter does not have a firm NRD number, provide	vide the head office contact information of the underwriter.								
Street address									
Municipality	Province/State								
Country	Postal code/Zip code								
Telephone number	Website (if applicable)								

If the issuer is an investment fund, do not complete item 5. Proceed to Item 6. a) Primary industry	Item 5 - Issuer Information
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	If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
SEDAR profile number Does the issuer have a SEDAR profile complete item 5(d) - (h).	a) Primary industry
If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers aperating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production	
mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production	NAICS industry code 5 5 1 1 1 3
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	mining industry. Select the category that best describes the issuer's stage of operations.
Mortgages Real estate Commercial/business debt Consumer debt Private companies	
Cryptoassets b) Number of employees: Number of employees: O - 49	
Number of employees:	
Number of employees:	b) Number of employees
c) SEDAR profile number Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 0 0 5 1 0 4 7 If the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Municipality Postal code/Zip code Country Telephone number e) Date of formation and financial year-end Date of formation Financial year-end 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. All AB BC MB NB NB NL NT NS NU ON PE OC SK YT g) Public listing status If the issuer has a CUSIP number, provide below (first 6 digits only)	
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g) Public listing status If the issuer has a CUSIP number, provide below (first 6 digits only)	
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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	Exchange name
h) Size of issuer's assets	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
\$100M to under \$500M	☐ \$500M to under \$1B	\$1B or over

ITEM 6 - INVESTMENT	FUND ISSUER INFORMATION							
If the issuer is an inves	tment fund, provide the following information.							
a) Investment fund manager information								
Full legal name								
Firm NRD number	(if applicable)							
If the investment fund mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.							
Street address								
Municipality	Province/State							
Country	Postal code/Zip code							
Telephone number	Website (if applicable)							
b) Type of investment	fund							
Type of investment fund tha	nt most accurately identifies the issuer (select only one) .							
Money market	☐ Equity ☐ Fixed income ☐ Balanced							
Alternative strateg	gies Cryptoasset Other (describe)							
Indicate whether one or bot	h of the following apply to the investment fund .							
Invests primarily in	n other investment fund issuers							
☐ Is a UCITs Fund¹								
¹ Undertaking for the Collec (EU) directives that allow c	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.							
c) Date of formation a	and financial year-end of the investment fund							
Date of forma	tion Financial year-end MM DD MM DD							
d) Reporting issuer st	atus of the investment fund							
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes							
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.							
☐ AII ☐	AB BC MB NB NL NT							
□ NS □	NU ON PE QC SK YT							
e) Public listing status	s of the investment fund							
If the investment fund has a	CUSIP number, provide below (first 6 digits only)							
	CUSIP number							
	blicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the not a trading facility such as, for example, an automated trading system.							
Exchange on an exchange and h								
-	AV) of the investment fund							
	investment fund as of the date of the most recent NAV calculation (Canadian \$).							
\$0 to under \$5M	s5M to under \$25M s25M to under \$100M							
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD							

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 in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report. a) Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. ✓ Canadian dollar □ 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 01 28

YYYY MM DD

End date 2021 01 28

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 reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

				Canadian \$		
Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
C M S		Common Shares	3,750,000.00	0.1000	0.1000	375,000.00

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 security code		Underlying security code		Exercise price (Canadian \$)		Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)	
				Lowest	Highest				

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 ² purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	1	75,000.00
British Columbia	NI 45-106 2.3 [Accredited investor]	5	280,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	1	20,000.00
	375,000.00		
	7		

^{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. 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)

TEM 8 - COMPENSATION	INFORMATION							
Provide information for each perso the distribution. Complete additi							sation in co	nnection with
Indicate whether any compensation	on was paid, or will be	paid, in connecti	on with the distri	bution.				
✓ No ☐ Yes	If yes, indicate n	umber of perso	ons compensate	ed.				
a) Name of person compen	sated and registration	on status						
Indicate whether the person compe	ensated is a registrant.		☐ No	Y	'es			
If the person compensated is an inc	dividual, provide the no	ame of the individ	dual.					
Full legal name of individu	ıal							
	Family	/ name	Firs	t given nam	ne	Seco	ndary given	names
If the person compensated is not a	n individual, provide th	e following infor	mation.					
Full legal name of	non-individual							
Firm	NRD number				(if app	olicable)		
Indicate whether the person compe	ensated facilitated the	distribution throu	gh a funding por	tal or an ir	nternet-based	portal.	No	o 🗌 Yes
b) Business contact informa	ation							
If a firm NRD number is not provid	led in Item 8 (a), provid	le the business co	ntact information	of the pe	rson being co	mpensated.		
Street address								
Municipality				Pro	vince/State			
Country			F	Postal cod	de/Zip code			
Email address				Telepho	one number			
c) Relationship to issuer or	investment fund ma	nager						
Indicate the person's relationship w the Instructions and the meaning o							onnected" in	Part B(2) of
Connect with the issuer	or investment fund ma	nager		Insider of	the issuer (ot	her than an	investment	fund)
Director or officer of the	investment fund or inv	estment fund ma	nager	Employee	e of the issuer	or investme	ent fund ma	nager
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 d	missions, securities-ba as clerical, printing, leg	sed compensatio al or accounting	n, gifts, discounts services. An issue	or other cor r is not req	ompensation. Juired to ask f	Do not repo	rt payment:	for services
Cash commissions paid				Se	ecurity code 1	Security co	ode 2 Sec	urity code 3
Value of all securities distributed as compensation ⁴			Security codes					
Describe term	ns of warrants, options	or other rights						
Other compensation ⁵		Describe						
Total compensation paid								
Check box if the perso	n will or may receive a	iny deferred com	npensation (desc	ribe the te	rms below)			
⁴ Provide the aggregate value of a additional securities of the issuer. rights exercisable to acquire additi ⁵ Do not include deferred compens	Indicate the security of the	codes for all secu						

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER If the issuer is an investment fund, do not complete Item 9. Procced to Item 10. Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one). Reporting issuer in any jurisdiction of Canada Foreign public issuer Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada⁶ Provide name of reporting issuer Wholly owned subsidiary of a foreign public issuer⁶ Provide name of foreign public issuer Issuer distributing only eligible foreign securities and the distribution is to permitted clients only⁷ If the issuer is at least one of the above, do not complete Item 9(a) - (c). Proceed to Item 10. ⁶An 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, ⁷Check 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). Directors, executive officers 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. Business location of

Organization or company name	Family name	First given name	Secondary given names	non-individual or residentail jurisdiction of individual	Relationship to issuer (select all that apply)		
				Province or country	D	0	Р
	Biggs	Kerry	David	British Columbia	✓	✓	
	Dahl	Kristian	Tait	British Columbia	✓	✓	
	Hamelin	Lindsay		British Columbia	✓		
	Harris	Antony	John	British Columbia	>	~	
	Raey	Natasha		British Columbia	✓		

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 names	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)	
				Province or country	D	0

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 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	Billy Goat Brands Inc.								
Full legal name	Dahl	Kristian							
	Family name	First given name		Seconda	ary given na	ames			
Title	Director								
Telephone number	7789916135	Email address	kris@billygoatbrands.com						
Signature	"Kristian Dahl"	Date	2021	08	13				
			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	Johnson	Saundra			Title	Paralegal				
	Family name	First given name	Secondary g	y given names						
Name of company	Cassels Brock & Blackwell LLP									
Telephone number	7783727659	En	ail address sjohnson@cassels.com			om				

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.