Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9359650

ITEM 1 - REPORT TYPE					
✓ New report					
☐ Amended report If amer	nded, provide filing date	of report that is bein	ng ame	ended	(YYYY-MM-DD)
ITEM 2 - PARTY CERTIFYING THE	REPORT				
Indicate the party certifying the report (seld Instrument 81-106 Investment Fund Conti				estment fund, refer to section	on 1.1 of National
Investment fund issuer	ladus Disclosure una the comp	umon policy to twi or Too	<i>,</i> .		
✓ Issuer (other than an inves	tment fund)				
Underwriter	unoni rana)				
	•				
ITEM 3 - ISSUER NAME AND OT					
Provide the following information about th		vestment fund, about the	fund.		
Full legal name	Levitee Labs Inc.				
Previous full legal name	Previous full legal name				
If the issuer's name changed in the	e last 12 months, provide most	recent previous legal nam	ne.		
Website	https://www.leviteelabs	.com/ (if a _i	pplicable	e)	
If the issuer has a legal entity identifier, pro	ovide below. Refer to Part B of t	he Instructions for the dep	finition c	of "legal entity identifier".	
Legal entity identifier					
If two or more issuers distributed a single s	ecurity, provide the full legal no	ame(s) of the co-issuer(s)	other the	an the issuer named above.	
Full legal name(s) of co-issuer(s)	(if applicable)				
ITEM A LINDEDWINTED INCOM	MATION				
ITEM 4 - UNDERWRITER INFORM					
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm NRD r	number.		1
Full legal name					
Firm NRD number		(if applicabl	le)		
If the underwriter does not have a firm NR	D number, provide the head off	ice contact information o	f the und	derwriter.	1
Street address					
Municipality		Province/	'State		
Country		Postal code/Zip	code		
Telephone number		We	ebsite		(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 5 4 1 7 1 5
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.
Exploration Development Production
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.
☐ Mortgages ☐ Real estate ☐ Commercial/business debt ☐ Consumer debt ☐ Private companies
☐ Cryptoassets
b) Number of employees
Number of employees: ✓ 0 - 49 — 50 - 99 — 100 - 499 — 500 or more
c) SEDAR profile number
Does the issuer have a SEDAR profile?
✓ No ☐ Yes If yes, provide SEDAR profile number ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐
If the issuer does not have SEDAR profile complete item 5(d) - (h).
d) Head office address
Street address 405 - 1477 West Pender Street Province/State British Columbia
Municipality Vancouver Postal code/Zip code V6G 2S3
Country Canada Telephone number
e) Date of formation and financial year-end
Date of formation 2019 01 23 Financial year-end 09 30 YYYY MM DD MM DD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
AII AB BC MB NB NL NT
□ NS □ NU □ ON □ PE □ QC □ SK □ YT
g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only)
CUSIP number
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.
Exchange name
h) Size of issuer's assets

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M	☐ \$5M to under \$25M	☐ \$25M to under \$100M
\$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 ma	anager 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	it most accurately identifies the issuer (select only one) .
Money market	☐ Equity ☐ Fixed income ☐ Balanced
Alternative strate	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	
	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union of ollective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
c) Date of formation a	nd financial year-end of the investment fund
Date of forma	tion Financial year-end 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 T
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 oot a trading facility such as, for example, an automated trading system.
Exchange on	
-	AV) of the investment fund
	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 \$500	DM S500M to under \$1B S1B 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								
Sele	ct the currency or currencies in	which the dis	stribution	was mad	le. All dollar amounts provided	in the repor	t must be	in Canad	dian dollars.
√	Canadian dollar U	S dollar] Euro	Other (describe)				
b)	Distribution date(s)								
as b	e the distribution start and end oth the start and end dates. If th ribution period covered by the re	ne report is b	•	J .	•	,			
	Start date	2021	01	20	End date	2021	01	20	
		YYYY	MM	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 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
SUB		Subscription receipts of the Issuer, deemed to be automatically exercised into one unit of the Issuer upon release from escrow, each unit comprised of one common share and one-half of one common share purchase warrant.	15,491,000.00	0.5000		7,745,500.00

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.

ex	cha	ertibl ingea rity co	ble		derlyii urity c			se price idian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
		•			-		Lowest	Highest			
W	/	N	Т	С	М	S	0.7500		2024-01-20		Each warrant exercisable to purchase one common share at a price of \$0.75 per share for a period of 3 years from issuance date.

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 ^{2g} purchasers	Total amount (Canadian \$)
Aineria	NI 45-106 2.5 [Family, friends and business associates]	1	20,000.00
Alberta	NI 45-106 2.3 [Accredited investor]	13	370,000.00

British Columbia	NI 45-106 2.5 [Family, friends and business associates]	5	55,000.00
British Columbia	NI 45-106 2.3 [Accredited investor]	107	2,967,500.00
Nova Scotia	NI 45-106 2.3 [Accredited investor]	1	20,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	83	3,450,000.00
Québec	NI 45-106 2.3 [Accredited investor]	1	20,000.00
Saskatchewan	NI 45-106 2.3 [Accredited investor]	2	60,000.00
Ghana	Other	1	50,000.00
United Kingdom	Other	1	50,000.00
Sweden	Other	1	25,000.00
Cayman Islands	Other	1	175,000.00
Poland	Other	2	18,000.00
United States	Other	3	325,000.00
Japan	Other	1	20,000.00
Costa Rica	Other	1	50,000.00
Monaco	Other	1	40,000.00
Switzerland	Other	1	30,000.00
	Total dollar amount of se	ecurities distributed	7,745,500.00
	Total number of unique purchasers ² b	226	

^{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, 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)

^{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.

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 ✓ Yes If yes, indicate number of persons compensated. 6

a) Name of person comp	ensated and regi	stration	status									
Indicate whether the person con	mpensated is a regis	trant.			☐ No		\checkmark	Yes				
If the person compensated is an	n individual, provide	the nam	e of the i	individ	lual.							
Full legal name of indivi	vidual											
		Family na	ame			First	given na	ame	<u> </u>	Secondary	given names	
If the person compensated is no	ot an individual, prov	ide the f	ollowing	infori	mation.							
Full legal name	of non-individual	Haywo	ood Sec	curitie	es Inc.							
Fi	irm NRD number	1	6	3	0				(if appl	licable)		
Indicate whether the person con	mpensated facilitate	d the dist	ribution	throu	gh a fund	ing porta	ıl or an	internet	-based p	oortal. 🗸	No 🗌	Yes
b) Business contact inform	mation											
If a firm NRD number is not pro	ovided in Item 8 (a),	provide t	he busin	ess co	ntact info	rmation	of the p	person be	eing com	npensated.		
Street address												
Municipality							Pı	rovince	/State			
Country						Po	ostal c	ode/Zip	code			
Email address							Telepl	hone nu	umber			_
c) Relationship to issuer	or investment fun	d mana	ger									
Indicate the person's relationship the Instructions and the meanin										ning of "connect	ed" in Part B	(2) of
Connect with the issue	er or investment fur	nd mana	ger			li	nsider o	of the iss	suer (oth	ner than an inves	ment fund)	
Director or officer of the	he investment fund	or invest	ment fur	nd ma	ınager		mploye	ee of the	issuer	or investment fur	ıd manager	
None of the above												
d) Compensation details												
Provide details of all compensations and compensations and compensations are incidental to the distribution, such allocation arrangements with the	commissions, securit ch as clerical, printin ne directors, officers o	es-based g, legal o or employ	comper or accoui	nsation nting :	n, gifts, dis services. A	scounts o n issuer	r other is not re	compen equired t	sation. L to ask fo	Do not report pay	ments for sei	rvices
Cash commissions pa	aid 3,2	00.00						Security of	ode 1	Security code 2	Security cod	de 3
Value of all securitie distributed as compensation				S	Security co	odes	\	W N	Т			
Describe to	erms of warrants, o	otions or	other riç	ghts	6,400 w \$0.75 p			warrar	nt is exe	ercisable for tw	o years at	
Other compensation	n ⁵		Desc	ribe								
Total compensation pa	3,2	00.00										
✓ Check box if the per	erson will or may rec	eive any	deferre	d com	pensation	ı (descril	be the t	terms be	low)			
The finder will rece converted.	eive \$3,200.00 in	finder's	fees a	nd 6,	400 finde	er's war	rants a	as of the	e date t	the subscription	receipts a	ıre
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire ac ⁵ Do not include deferred compa	uer. Indicate the sec dditional securities o	urity coa	les for all									r

a) Name of person compe	ensated and regis	stration status	;								
Indicate whether the person com	pensated is a regis	trant.		☐ No)	√	Yes				
If the person compensated is an	individual, provide	the name of the	individ	dual.							
Full legal name of indivi	dual										
		Family name			Firs	t given r	name		Secondary (given names	i
If the person compensated is not	an individual, prov	ide the followin	g infor	mation.							
Full legal name	of non-individual	PI Financial	Corp.								
Fi	m NRD number	5 2	9	0				(if app	licable)		
Indicate whether the person con	pensated facilitated	d the distribution	n throu	gh a fun	ding port	tal or a	n interne	t-based _l	portal.	No [Yes
b) Business contact inform	nation										
If a firm NRD number is not pro	vided in Item 8 (a),	provide the busi	ness co	ntact inf	ormation	of the	person b	eing con	npensated.		
Street address											
Municipality						F	Province	/State			
Country					Р	ostal	code/Zip	code			
Email address						Telep	ohone n	umber			
c) Relationship to issuer	or investment fun	d manager									
the Instructions and the meaning	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)										
☐ Director or officer of th			ınd ma	nager	_			,	or investment fun	•	
_	o investment rana	or investment it	and me	illagoi	Ш	Emplo.	,00 01 111	0 100001	or investment run	a manager	
None of the above											
d) Compensation details											
Provide details of all compensation Canadian dollars. Include cash continuities incidental to the distribution, such allocation arrangements with the	ommissions, securiti h as clerical, printin e directors, officers o	es-based compe g, legal or accor or employees of	ensatio unting	n, gifts, a services.	iscounts An issuer	or othe r is not	r compei required	nsation. I to ask fo	Do not report payı	ments for se	ervices
Cash commissions pai	d 149,7	60.00					Security	code 1	Security code 2	Security co	ode 3
Value of all securities distributed as compensation			5	Security of	codes		W N	Т			
·	rms of warrants, o	otions or other i	rights		20 warra per shai		ach wai	rant is	exercisable for	wo years	at
Other compensation	5	Des	cribe								
Total compensation pai	d 149,7	60.00									
✓ Check box if the per	son will or may rec	eive any deferre	ed com	pensatio	on (descr	ibe the	terms b	elow)			
The finder will rece are converted.	eive \$149,760.00	in finder's fee	s and	299,52	0 finder	's war	rants as	of the	date the subscr	ption rece	eipts
⁴ Provide the aggregate value o additional securities of the issu- rights exercisable to acquire and ⁵ Do not include deferred compe	er. Indicate the sec Iditional securities d	urity codes for a									er

a) Name of person comp	ensated and regi	stration status								
Indicate whether the person con	npensated is a regis	trant.	☐ No		√	Yes				
If the person compensated is an	individual, provide	the name of the ind	ividual.							
Full legal name of indiv	idual									
		Family name		First	given na	ime	-	Secondary of	given names	
If the person compensated is no	t an individual, prov	vide the following in	formation.							
Full legal name	of non-individual	Echelon Wealth	Partners I	nc.						
Fi	rm NRD number	3 2	4 2	0			(if appl	icable)		
Indicate whether the person con	npensated facilitate	d the distribution th	ough a fund	ling port	al or an	internet-	based p	ortal.] No [] Yes
b) Business contact infor	mation									
If a firm NRD number is not pro	ovided in Item 8 (a),	provide the business	contact infe	ormation	of the p	erson be	ing com	pensated.		
Street address										
Municipality					Pr	ovince/	State			
Country				P	ostal co	ode/Zip	code			
Email address					Teleph	none nu	mber			
c) Relationship to issuer	or investment fun	d manager								
the Instructions and the meaning Connect with the issue	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager									
✓ None of the above										
d) Compensation details										
Provide details of all compensate Canadian dollars. Include cash c incidental to the distribution, suc allocation arrangements with th	ommissions, securit ch as clerical, printir e directors, officers (ies-based compensa ng, legal or accountion or employees of a no	tion, gifts, d ng services	iscounts c An issuer	or other is not re	compens equired to	sation. E o ask foi	Do not report payr	ments for se	ervices
Cash commissions pa	3,2	200.00			8	Security co	ode 1	Security code 2	Security co	ode 3
Value of all securitie distributed as compensation	-		Security of	odes	V	N N	Т			
•		 ptions or other right		varrants per shar		warran	t is exe	ercisable for two	years at	
Other compensation	n ⁵	Describ	е							
Total compensation pa	id 3,2	00.00								
✓ Check box if the pe	rson will or may rec	eive any deferred c	ompensatio	n (descri	be the to	erms bel	ow)			
The finder will reconverted.	eive \$3,200.00 in	finder's fees and	6,400 find	er's war	rants a	s of the	date t	he subscription	receipts a	are
⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire and ⁵ Do not include deferred comp	er. Indicate the sec additional securities o	rurity codes for all se								er

a) Name of person compe	ensated and re	egistration s	tatus								
Indicate whether the person com	npensated is a re	gistrant.		□ N	lo	√	Yes				
If the person compensated is an	individual, prov	ide the name o	of the indivi	dual.							
Full legal name of indivi	idual										
		Family nam	ie		Firs	t given n	name		Secondary (given names	
If the person compensated is not	t an individual, p	provide the fol	lowing infor	mation.							
Full legal name	of non-individu	ual Canacc	ord Genuit	y Corp							
Fi	rm NRD numb	er g	0 0					(if appl	licable)		
Indicate whether the person con	npensated facilit	ated the distri	bution throu	ıgh a fui	nding port	tal or ar	n internet	-based p	oortal. 🗸	No [Yes
b) Business contact inform	mation										
If a firm NRD number is not pro	vided in Item 8 (a), provide the	e business co	ontact in	formation	of the	person be	eing com	npensated.		
Street address											
Municipality						F	rovince	/State			
Country					P	ostal o	code/Zip	code			
Email address						Telep	hone n	umber			
c) Relationship to issuer	or investment	fund manag	er								
the Instructions and the meaning	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)										
☐ Director or officer of th				nager				,	or investment fun		
_	ie investment to	na or investin	ent fulla file	ariagei	Ш	Lilipio	ree or tire	issuei (or investment run	u managei	
✓ None of the above											
d) Compensation details											
Provide details of all compensation Canadian dollars. Include cash continuities incidental to the distribution, such allocation arrangements with the	ommissions, secu th as clerical, pri e directors, office	urities-based on Inting, legal or Inters or employe	ompensatio accounting	n, gifts, services	discounts . An issuer	or othe r is not	r compen required i	sation. L to ask fo	Do not report payı	ments for se	ervices
Cash commissions pai	id 34	8,800.00					Security of	code 1	Security code 2	Security co	ode 3
Value of all securities distributed as compensation	-		S	Security	codes		W N	Т			
·	erms of warrants	s, options or o	ther rights		00 warra		ach war	rant is	exercisable for	two years	at
Other compensation	n ⁵		Describe								
Total compensation pai	id 34	8,800.00									
	son will or may	receive any d	eferred con	npensat	ion (descr	ibe the	terms be	elow)			
The finder will rece are converted.	eive \$348,800	.00 in finder'	s fees and	697,6	00 finder	's warr	ants as	of the	date the subscr	iption rece	eipts
⁴ Provide the aggregate value o additional securities of the issu- rights exercisable to acquire and ⁵ Do not include deferred compe	er. Indicate the a Iditional securiti	security codes	s for all secu								er

a) Name of person compens	ated and regis	tration statu	ıs									
Indicate whether the person comper	nsated is a registr	rant.		☐ No		\checkmark	Yes					
If the person compensated is an ind	ividual, provide ti	he name of t	he indivi	dual.								
Full legal name of individua	al											
	F	amily name		_	First	t given n	ame		Se	condary	given nar	mes
If the person compensated is not an	individual, provi	de the follow	ing infor	mation.								
Full legal name of n	on-individual	BMO Nest	itt Burn	s Inc.								
Firm	NRD number	2 5	8	0				(if ap	plicable)			
Indicate whether the person comper	nsated facilitated	the distribut	ion throu	ıgh a fundi	ng port	al or ar	intern	⊐ et-based	portal.	√	No	Yes
b) Business contact informat	ion											
If a firm NRD number is not provide	d in Item 8 (a), p	rovide the bu	ısiness co	ontact info	rmation	of the	person	being co	mpensated	<i>d</i> .		
Street address												
Municipality						F	rovinc	e/State				
Country					Р	ostal o	code/Z	ip code				
Email address						Telep	hone	number				
c) Relationship to issuer or ir	vestment fund	l manager										
Indicate the person's relationship wi the Instructions and the meaning of										'connecte	ed" in Po	art B(2) of
Connect with the issuer of			,	F - F		•	-		ther than a	an invest	tment fu	nd)
Director or officer of the in	vestment fund o	r investment	fund ma	anager		Employ	ee of t	he issue	r or investr	ment fun	ıd mana	ger
✓ None of the above												
d) Compensation details												
Provide details of all compensation p Canadian dollars. Include cash comm incidental to the distribution, such as	nissions, securitie	s-based com	pensatio	n, gifts, dis	counts	or othe	r comp	ensation.	Do not rep	port payı	ments fo	or services
allocation arrangements with the dir			of a non-	individual	comper	nsated l	by the is	ssuer.				
Cash commissions paid	30,60	00.00					Security	y code 1	Security	code 2	Securit	ty code 3
Value of all securities distributed as compensation ⁴			,	Security co	des							
· L	of warrants, op	tions or othe	r rights									
Other compensation ⁵		D	escribe									
Total compensation paid	30,60	00.00										
✓ Check box if the person	will or may rece	ive any defe	rred con	npensation	(descr	ibe the	terms l	below)				
The finder will receive	\$30,600.00 in	finder's fee	es as of	the date	the su	ıbscrip	tion re	ceipts a	are conve	rted.		
⁴ Provide the aggregate value of all additional securities of the issuer. I rights exercisable to acquire additions ⁵ Do not include deferred compensa	ndicate the secu onal securities of	rity codes fo										

a) Name of person compensated	d and registration	status									
Indicate whether the person compensate	Indicate whether the person compensated is a registrant. No Yes										
If the person compensated is an individu	ıal, provide the nan	ne of the indiv	ridual.								
Full legal name of individual											
L	Family r	ame		First give	en name		Secondary	given names	;		
If the person compensated is not an indi	vidual, provide the	following info	rmation.								
Full legal name of non-	individual Leed	e Jones Gal	ole Inc.								
Firm NRI	O number 5	7 7	0			(if ap	plicable)				
Indicate whether the person compensate	ed facilitated the dis	stribution thro	ugh a fundi	ng portal o	r an inte	rnet-based	l portal.	No [Yes		
b) Business contact information											
If a firm NRD number is not provided in	Item 8 (a), provide	the business o	contact info	mation of t	he perso	on being co	mpensated.				
Street address											
Municipality					Provi	nce/State	,				
Country			Ī	Posta	al code	/Zip code					
Email address			Ī	Te	lephon	e numbe	,				
c) Relationship to issuer or inves	stment fund man	ager									
Indicate the person's relationship with the Instructions and the meaning of "co.								ed" in Part	B(2) of		
Connect with the issuer or inv	estment fund mana	ager		Insid	der of the	e issuer (c	ther than an inves	tment fund)		
Director or officer of the inves	tment fund or inves	stment fund m	nanager	☐ Emp	oloyee o	f the issue	r or investment fur	nd manage	r		
None of the above											
d) Compensation details											
Provide details of all compensation paid, Canadian dollars. Include cash commissi incidental to the distribution, such as cle allocation arrangements with the director	ons, securities-base rical, printing, legal ers, officers or emplo	d compensati or accounting	on, gifts, dis 7 services. A	counts or or n issuer is n	ther com ot requi	npensation red to ask	. Do not report pay	ments for s	ervices		
Cash commissions paid	20,000.00				Secu	rity code 1	Security code 2	Security c	ode 3		
Value of all securities distributed as compensation ⁴			Security co	des	W	N T					
Describe terms of	warrants, options o	r other rights	40,000 v \$0.75 pe		Each w	arrant is	exercisable for to	wo years a	at		
Other compensation ⁵		Describe	φοινορι	or oriaro.							
Total compensation paid	20,000.00										
✓ Check box if the person will	or may receive an	y deferred co	mpensation	(describe t	the term	s below)					
The finder will receive \$2 are converted.	0,000.00 in finde	r's fees and	40,000 fin	der's warı	rants as	s of the d	ate the subscript	ion receip	ots		
⁴ Provide the aggregate value of all sec additional securities of the issuer. Indic rights exercisable to acquire additional ⁵ Do not include deferred compensation	rate the security co securities of the is	des for all sed							er		

TEM 9 - DIRECTORS, EXECU	TIVE OFFICERS	AND PROMOT	ERS OF THE ISSU	ER			
If the issuer is an investment fun	d, do not complete l	Item 9. Procced to	Item 10.				
Indicate whether the issuer is any o	f the following (selec	t the one that applie	es - if more than one a	pplies, select only one).			
Reporting issuer in any juris	sdiction of Canada						
Foreign public issuer							
Wholly owned subsidiary of	f a reporting issuer in	any jurisdiction of	Canada ⁶				
Provide nar	me of reporting issue	r]
Wholly owned subsidiary of	f a foreign public issu	uer ⁶					_
Provide name o	f foreign public issue	r]
Issuer distributing only eligi	ble foreign securities	and the distributio	n is to permitted clien	ts only ⁷			_
If the issuer is at least one of the	above. do not comu	olete Item 9(a) – (c). Proceed to Item 10).			
securities that are required by law to respectively. 7 Check this box if it applies to the collection. Refer to the definitions of "e	urrent distribution ev eligible foreign securi	en if the issuer mad ty" and "permitted o	de previous distribution lient" in Part B(1) of ti	ns of other types of securit			ed
a) Directors, executive officer	rs and promoters o	of the issuer					
Provide the following information fo territory; otherwise state the country					state the p	province	or
Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residentail jurisdiction of individual		onship to ct all that	
				Province or country	D	0	Р
	Abbott	Kelly		British Columbia	✓	✓	
	Osborne	Mackenzie		British Columbia	✓		
	Farmand	Pouya		British Columbia	✓	✓	
	Darabi	Mason		British Columbia		✓	
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 na		Secondary given	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	Segev LLP					
Full legal name	Nguyen	David				
	Family name	First given name	'	Seconda	ary given n	ames
Title	Paralegal					
Telephone number	6046295400	Email address	d.nguye	n@segev.	.ca	
Signature	/s/ David Nguyen	Date	2021	01	29	
			YYYY	MM	DD	

ITEM 11- CONTACT P	ERSON				
. 3		r the individual that the secu the individual certifying the	rities regulatory authority or report in Item 10.	regulator ma	y contact with any questions
Same as individua	I 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.