# Form 45-106F1 Report of Exempt Distribution

Iтем 1 – Report Type										
x New report										
Amended report If amended, provide 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 guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.										
Investment fund issuer										
x Issuer (other than an inve	estment fund)									
Underwriter										
ITEM 3 - ISSUER NAME AN	ND OTHER IDENT	IFIERS								
Provide the following information about	the issuer, or if the issuer i	is an investment fund, about tl	he fund.							
Full legal name	Gamora Capital Cor	p.								
Previous full legal name	n/a									
If the issuer's name changed in	the last 12 months, provi	ide most recent previous legal	name.							
Website	n/a	(if ap	oplicable)							
If the issuer has a legal entity identifier, p	provide below. Refer to Par	rt B of the Instructions for the o	definition of "legal entity identif	ier".						
Legal entity identifier	n/	а								
If two or more issuers distributed a single	security, provide the full I	legal name(s) of the co-issuer(.	s) other than the issuer named (	above.						
Full legal name(s) of co-issuer(s)			oplicable)							
ITEM 4 – UNDERWRITER II	NFORMATION									
If an underwriter is completing the report	t, provide the underwriter'	s full legal name and firm NRL	D number.	,						
Full legal name n/a										
Firm NRD number		(if applicable)								
If the underwriter does not have a firm N	IRD number, provide the h	ead office contact information	of the underwriter.	_						
Street address										
Municipality		Province/State								
Country		Postal code/Zip code		]						
Telephone number		Website		(if applicable)						

#### ITEM 5 - ISSUER INFORMATION If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6. 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 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. Commercial/business debt Private companies Mortgages Real estate Consumer debt Cryptoassets Number of employees Number of employees: 0 - 4950 - 99100 - 499500 or more SEDAR profile number Does the issuer have a **SEDAR** profile? x No If yes, provide SEDAR profile number If the issuer does not have a SEDAR profile complete Item 5(d) - (h). Head office address Suite 2800, Park Place 666 Burrard Street address Province/State BC Street Municipality Vancouver Postal code/Zip code V6C 2Z7 Country Canada Telephone number 604-687-9444 Date of formation and financial year-end Date of formation 2018 Financial year-end 07 06 MM DD MM DD Reporting issuer status Yes Is the issuer a reporting issuer in any jurisdiction of Canada? If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. BC NB ΑII AΒ MB NL NT NS NU ON PΕ QC SK ΥT 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 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 investment fund, provide the following information.
a) Investment fund manager information
Full legal name
Firm NRD Number (if applicable)
If the investment fund manager does not have a firm NPD number, provide the head office contact information of the investment fund manager.
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
Country Postal code/Zip code
Telephone number Website (if applicable)
b) Type of investment fund
Type of investment fund that most accurately identifies the issuer (select only one).  Money market  Equity  Fixed income  Balanced
Alternative strategies Cryptoasset Other (describe)
Indicate whether one or both of the following apply to the investment fund.  Invests primarily in other investment fund issuers
Is a UCITs Fund <sup>1</sup>
<sup>1</sup> Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow
collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.  c) Date of formation and financial year-end of the investment fund
Date of formation
d) Reporting issuer status of the investment fund
Is the investment fund a reporting issuer in any jurisdiction of Canada? No Yes
If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.
AII AB BC MB NB NL NT
NS NU ON PE QC SK YT
e) Public listing status of the investment fund
If the investment fund has a CUSIP number, provide below (first 6 digits only).  CUSIP number
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's 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
f) Net asset value (NAV) of the investment fund
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M
\$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD

ITEM 7 – INFORMATIO	N ABOUT THE DIS	TRIBUTION					
If an issuer located outside of Cana purchasers resident in that jurisdict connection with the distribution, wh in Schedule 1 of the report.	ion of Canada only. Do not i	nclude in Item 7 s	ecurities issued as	payment of	commissions	or finder's fees i	'n
a) Currency							
Select the currency or currencies in  X Canadian dollar			nounts provided in	n the report n	nust be in Ca	nnadian dollars.	
b) Distribution date(s)							
State the distribution start and end date as both the start and end date distribution period covered by the r	s. If the report is being filed f						
Start date	2021 03 10 YYYY MM DD	Eı	nd date 2021		10 DD		
c) Detailed purchaser in	formation						
Complete Schedule 1 of this p	form for each purchaser	r and attach the	e schedule to t	he complet	ed report.		
d) Types of securities di	stributed						
Provide the following information for security code. If providing the CUSI		-					te the
					Canadian	\$	
Security CUSIP number code (if applicable)	Description of se	ecurity	Number of securities	Single or lowest price	Highest price	Total amount	
WNT	Special Warr	rant	150000	.05	.05	7500	1
							]
							]
e) Details of rights and o	convertible/exchangeable	e securities					
If any rights (e.g. warrants, options) securities were distributed, provide	were distributed, provide the	e exercise price an					e
Convertible / exchangeable security code    Convertible / exchangeable security code   Convertible / exchangeable security code   Convertible / (Canadian \$)   Exercise price (Canadian \$)   Expiry date (YYYY-MM-DD)   Conversion ratio   Describe other terms (if applicable)   Conversion ratio   Conve							
WNTGMS		2021-07-10 or 5 days	4.4				]

# Summary of the distribution by jurisdiction and exemption

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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.

post public listing

1:1

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 <sup>2a</sup>	Total amount (Canadian \$)
ВС	NI 45-106 2.3 [Accredited investor]	83	5412.3
AB	NI 45-106 2.3 [Accredited investor]	5	163.8
ON	NI 45-106 2.3 [Accredited investor]	38	1195.65
USA	NI 45-106 2.3 [Accredited investor]	11	324.8
USA	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	11	315
Hong Kong	NI 45-106 2.3 [Accredited investor]	1	29.55

Switzerland	NI 45-106 2.3 [Accredited investor]	1	27.85
United Arab Emerates	NI 45-106 2.3 [Accredited investor]	1	31.05
	Total dollar amount of sec	urities distributed	7500
	Total number of unique purchasers <sup>2b</sup>	151	

<sup>&</sup>lt;sup>2a</sup>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.<sup>3</sup> 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	

<sup>3&</sup>quot;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)		Date previously filed or delivered (YYYY-MM-DD)
1.	N/a			
2.				
3.				

<sup>&</sup>lt;sup>2b</sup>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. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>							
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.							
X No Yes If yes, indicate number of persons compensated.							
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							
Firm NRD number (if applicable)  Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.							
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 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 the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.  Cash commissions paid							
Value of all securities Security code 1 Security code 2 Security code 3							
distributed as compensation <sup>4</sup> Security codes							
Describe terms of warrants, options or other rights							
Other compensation <sup>5</sup> Describe							
Total compensation paid							
Check box if the person will or may receive any deferred compensation (describe the terms below)							
<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer.							
<sup>5</sup> Do not include deferred compensation.							

ITEM 9 – DIRECTORS, EXEC	LUTIVE OFFICERS	S AND PROM	NOTERS OF	I HE 12	SUEK					
If the issuer is an investment fund,	do not complete Ite	em 9. Proceed	to Item 10.							
Indicate whether the issuer is any of t	he following (select th	he one that appl	lies – if more th	nan one	applies, sele	ect only one).				
Reporting issuer in any juriso	diction of Canada									
Foreign public issuer										
Wholly owned subsidiary of a	a reporting issuer in a	any jurisdiction	of Canada <sup>6</sup>							
Provide name	Provide name of reporting issuer									
Wholly owned subsidiary of a	Wholly owned subsidiary of a foreign public issuer <sup>6</sup>									
Provide name of f	oreign public issuer									
Issuer distributing only eligib	le foreign securities a	and the distribut	tion is to permi	itted clie	ents only <sup>7</sup>					
If the issuer is at least one of the a  6An issuer is a wholly owned subsidiary of a  law to be owned by its directors, are beneficed  7Check this box if it applies to the current discontinuous of "eligible foreign security" and "permitted continuous of "eligible foreign security".	reporting issuer or a fore ially owned by the reporti tribution even if the issue	ign public issuer if ng issuer or the for r made previous di	all of the issuer's or reign public issuer	outstandii r, respecti	ng voting secu ively.					
X If the issuer is none of the o	above, check this bo	x and complet	te Item 9(a) – (	(c).						
a) Directors, executive off	icers and promoter	rs of the issue	er							
Provide the following information for territory, otherwise state the country.							da, stat	te the pro	ovince or	
Organization or company name	Family name	First given name	Secondary names	_	non-ind resic jurisdi	location of ividual or dential of the color of vidual	Relationship to issuer (select all that apply)			
					Province	or country	D	0	Р	
	Kriznic	Michael			BC		Χ			
	Crockett	Jordan			Е	3C	Х			
b) Promoter information										
If the promoter listed above is not an locations within Canada, state the pro Officer.										
Organization or company name	Family name	First given name	Secondary given names	juriso ind	Residential risdiction of individual Relationship to promoter (select one or both if applicable)					
				Province or country		D		0		
	I			1						

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/underwriter/ investment fund manager/agent	Gamora Capital Corp.						
Full legal name	Kriznic Michael						
·	Family name	Family name First given name			e Secondary given names		
Title	Director						
Telephone number	604-996-3405 Email address mike@highstand			ghstandard	ırdcapital.com		
Signature	(s) "Michael Kriznic"	Date	2021		03	10	
		-	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.

desitions regulating the c	sestions regarding the contents of this report, if different than the individual certifying the report in item 10.							
Same as individual certifying the report								
Full legal name	Silva	Denis		Title				
	Family name	First given name	Secondary giv names	ven				
Name of company			DLA Piper					
Telephone number	604.643.2950		Email address	Denis.silva@dla	apiper.com			

### Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- 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.

### **Questions:**

Refer any questions to:

#### **Alberta Securities Commission**

Suite 600, 250 – 5th Street SW Calgary, Alberta T2P 0R4 Telephone: 403-297-6454

Toll free in Canada: 1-877-355-0585

Facsimile: 403-297-2082

Public official contact regarding indirect collection of

information: FOIP Coordinator

### **British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2 Inquiries: 604-899-6854

Toll free in Canada: 1-800-373-6393

Facsimile: 604-899-6581 Email: FOI-privacy@bcsc.bc.ca

Public official contact regarding indirect collection of

information: FOI Inquiries

#### The Manitoba Securities Commission

500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2561

Toll free in Manitoba: 1-800-655-5244

Facsimile: 204-945-0330

Public official contact regarding indirect collection of

information: Director

# Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Telephone: 506-658-3060

Toll free in Canada: 1-866-933-2222

Facsimile: 506-658-3059 Email: info@fcnb.ca

Public official contact regarding indirect collection of information: Chief Executive Officer and Privacy Officer

# Government of Newfoundland and Labrador Financial Services Regulation Division

P.O. Box 8700 Confederation Building 2nd Floor, West Block Prince Philip Drive

St. John's, Newfoundland and Labrador A1B 4J6

Attention: Director of Securities Telephone: 709-729-4189 Facsimile: 709-729-6187

Public official contact regarding indirect collection of

information: Superintendent of Securities

#### **Government of the Northwest Territories**

Office of the Superintendent of Securities

P.O. Box 1320

Yellowknife, Northwest Territories X1A 2L9

Telephone: 867-767-9305 Facsimile: 867-873-0243

Public official contact regarding indirect collection of

information: Superintendent of Securities

## **Nova Scotia Securities Commission**

Suite 400, 5251 Duke Street

Duke Tower P.O. Box 458

Halifax, Nova Scotia B3J 2P8 Telephone: 902-424-7768 Facsimile: 902-424-4625

Public official contact regarding indirect collection of

information: Executive Director

# Government of Nunavut Department of Justice

Legal Registries Division P.O. Box 1000, Station 570 1st Floor, Brown Building Iqaluit, Nunavut XOA 0H0 Telephone: 867-975-6590 Facsimile: 867-975-6594

Public official contact regarding indirect collection of

information: Superintendent of Securities

## **Ontario Securities Commission**

20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: 416-593-8314

Toll free in Canada: 1-877-785-1555

Facsimile: 416-593-8122

Email: exemptmarketfilings@osc.gov.on.ca

Public official contact regarding indirect collection of

information: Inquiries Officer

### **Prince Edward Island Securities Office**

95 Rochford Street, 4th Floor Shaw Building

P.O. Box 2000

Charlottetown, Prince Edward Island C1A 7N8

Telephone: 902-368-4569 Facsimile: 902-368-5283

Public official contact regarding indirect collection of

information: Superintendent of Securities

### Autorité des marchés financiers

800, rue du Square-Victoria, 22e étage C.P. 246, tour de la Bourse

Montréal, Québec H4Z 1G3

Telephone: 514-395-0337 or 1-877-525-0337 Facsimile: 514-873-6155 (For filing purposes only) Facsimile: 514-864-6381 (For privacy requests only) Email: financementdessocietes@lautorite.qc.ca (For

corporate finance issuers);

fonds\_dinvestissement@lautorite.qc.ca (For investment

fund issuers)

Public official contact regarding indirect collection of

information: Corporate Secretary

## **Financial and Consumer Affairs Authority of Saskatchewan**

Suite 601 - 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: 306-787-5842 Facsimile: 306-787-5899

Public official contact regarding indirect collection of

information: Director

# Office of the Superintendent of Securities Government of Yukon Department of Community Services

307 Black Street, 1st Floor P.O. Box 2703, C-6

Whitehorse, Yukon Y1A 2C6 Telephone: 867-667-5466 Facsimile: 867-393-6251 Email: securities@gov.yk.ca

Public official contact regarding indirect collection of

information: Superintendent of Securities