Form 45-106F1 Report of Exempt Distribution

Item 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 CERTIFYIN	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.								
X Issuer (other than an inve	stment fund)							
Underwriter								
	·- ^ -··							
ITEM 3 – ISSUER NAME AN	ID OTHER IDENT	IFIERS						
Provide the following information about t			he fund.					
Full legal name	Battery Elements	Corp.						
Previous full legal name	Capital One Venture G							
If the issuer's name changed in	the last 12 months, provi	de most recent previous legal	name.					
Website		(if a	pplicable)					
If the issuer has a legal entity identifier, p	rovide below. Refer to Par	t B of the Instructions for the	definition of "legal entity identif	er".				
Legal entity identifier								
If two or more issuers distributed a single	security, provide the full l	egal name(s) of the co-issuer(s) other than the issuer named o	ibove.				
Full legal name(s) of co-issuer(s)		(if a	pplicable)					
Item 4 – Underwriter In								
		full logal name and firm ND	Daumhar					
If an underwriter is completing the report,			D number.					
	Full legal name							
Firm NRD number (if applicable)								
	If the underwriter does not have a firm NRD number, provide the head 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.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.
NAICS industry code 2 1 2 2 0
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. X 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: X 0 – 49 50 – 99 100 – 499 500 or more
c) SEDAR profile number
Does the issuer have a SEDAR profile? No X Yes If yes, provide SEDAR profile number 0 0 0 5 2 9 2 2 If the issuer does not have a SEDAR profile complete Item 5(d) – (h).
d) Head office address
Street address Province/State
Municipality Postal code/Zip code
Country Telephone number
e) Date of formation and financial year-end
Date of formation Financial year-end YYYY MM DD MM DD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB BC MB 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 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 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 Alternative strategies Cryptoasset Indicate whether one or both of the following apply to the investment fund.						
Invests primarily in other investment fund issuers						
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 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						
If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. Image: All imag						
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 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 c		which the distribu			ounts p (desc		n the report i	must be in Co	anadian dollars.	
b) Distribution	n date(s)									
as both the start and en distribution period cove	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 07 21 YYYY MM DD YYYY MM									
c) Detailed pu	irchaser in	formation								
Complete Schedule			ourchase	r and attach the	e sched	fule to t	he comple	eted report.		
d) Types of se	ecurities di	stributed								
Provide the following ir security code. If providi										? the
								Canadian	\$	ļ
	IP number pplicable)	Dese	cription of s	ecurity		nber of curities	Single or lowest price	Highest price	Total amount	
C M S		Common share	es		2,13	34,500	\$0.10		\$213,450	j
e) Details of r	ights and c	onvertible/exch	angeable	esecurities						
If any rights (e.g. warra	-		-		d expiry	date for	each right. If	f any convert	ible/exchangeable	
securities were distribut	ted, provide	the conversion rat	tio and des	cribe any other ter	ms for e	each conv	ertible/exch	angeable seci	urity.	
	Underlying curity code	Exercise pr (Canadian Lowest		Expiry date (YYYY-MM-DD)		ersion Itio	Descril	be other terms	(if applicable)	
										l
f) Summary of	of the distri	bution by jurisdi	iction 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		Exem	nption relied	on		Numbe purcl	r of unique nasers ^{2a}	Total amo	unt (Canadian \$)	
British Columbia	S	ection 2.3 of NI 45	5-106 [Acc	credited Investor]			19	\$5	5,700.00	
British Columbia	Section 2.5 of NI 45-106 [Earnily, Eriends and Business			ess		14	\$1	4,900.00		
Ontario	Section 2.3 of NI 45-106 [Accredited Investor]					2	\$35,550.00		ļ	
Ontario	Sectio	Section 2.5 of NI 45-106 [Family, Friends and Business Associates]			ess		1	\$100.00		
Quebec	S	Section 2.3 of NI 45-106 [Accredited Investor]				1	\$1,000.00		İ	
Newfoundland	S	Section 2.3 of NI 45-106 [Accredited Investor]				1	\$	1,000.00	ļ	
Singapore		ection 2.3 of NI 45					1	\$	1,000.00	
Israel		As	ssociates]	Friends and Busin			2	\$1	0,200.00	ļ
South Africa	Sectio		6 [Family,] ssociates]	Friends and Busin	ess		3	\$8	2,000.00	j
United Kingdom		ection 2.3 of NI 4	_	_			2		5,000.00	ļ
United Kingdom	Sectio	Section 2.5 of NI 45-106 [Family, Friends and Business			ess		1	\$	7,000.00	l

	Associates]				
	Total dollar amount of sec	Total dollar amount of securities distributed			
	Total number of unique purchasers ^{2b}	47			

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

^{2b}In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.				
2.				
3.				

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. X No Yes If yes, indicate number of persons compensated.							
i) Name of person compensated and registration status							
Indicate whether the person compensated is a registrant.							
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							
j) 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							
k) 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							
I) 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 distributed as compensation ⁴							
Describe terms of warrants, options or other rights							
Other compensation ⁵ Describe							
Total compensation paid							
Check box if the person will or may receive any deferred compensation (describe the terms below)							
4Provide 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.							
codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.							

Iтем 9 – Directors, Exec	UTIVE OFFICERS	and P rom	OTERS OF ⁻	THE IS:	SUER				
If the issuer is an investment fund,	do not complete Ite	em 9. Proceed t	o Item 10.						
If the issuer is an investment fund, Indicate whether the issuer is any of th Reporting issuer in any jurisd Foreign public issuer Wholly owned subsidiary of a Provide name Wholly owned subsidiary of a	do not complete Ite ne following (select the iction of Canada reporting issuer in a of reporting issuer foreign public issuer to foreign public issuer e foreign securities a pove, do not complet eporting issuer or a forei ally owned by the reporting ribution even if the issue ent" in Part B(1) of the In-	em 9. Proceed to be one that appli any jurisdiction of r ⁶ and the distribution ete Item 9(a) – (gn public issuer if a ng issuer or the fore r made previous dis istructions.	o Item 10. ies – if more the of Canada ⁶ ion is to permin (c). Proceed to ling public issuer's stributions of other the Item 9(a) – the other of the second second the Item 9(a) – the the	itted clie o Item 1 outstandir ; respectiv er types of	applies, sele	rities, other than			
Provide the following information for	each director, executi	ive officer and pr	romoter of the	issuer F	or location	within Cana	da. stat	te the nri	ovince or
		ssuer", "D" – Dire First given	d promoter of the issuer. For locations within Canada, Director, "O" – Executive Officer, "P" – Promoter. Business location of non-individual or residential		Re	Relationship to issuer (select all that			
	T anniy hamo	name	name	S	jurisdiction of individual Province or country		D	apply)	
	Oswald	Hugh				.C.	Х		
	Yingling	Tom				.C.	X		
	Smith	Lara	Jayne Tu	urest	South Africa		Х		
	Ecclestone	Christopher			United Kingdom		Х		
	Yassal	Binny			B.C.			Х	
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 Prov				nship to promoter or both if applicable)		
					ountry				
c) Residential address of e	ach individual	I				I	<u> </u>		

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	Battery Elements Corp.					
Full legal name	Oswald	Hugh				
	Family name	First given name	9	Secondary given names		
Title	Director					
Telephone number	(604) 838-2855	Email address	Email address hugho@shaw.ca			
Signature	(signed) Hugh Oswald	Date	2021	07	27	
		-	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	Kubicek	Renata		Title	Paralegal
	Family name	First given name	Secondary gi names	ven	
Name of company	W.L. Macdonald Law Corporat	tion			
Telephone number	604-973-0587		Email address	rkubicek@wlmlaw.c	a

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