Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9664861

ITEM 1 - REPORT TYPE												
✓ New report												
Amended report	Amended report If amended, provide filing date of report that is being amended (YYYY-MM-DD)											
ITEM 2 - PARTY CERTIFY	TEM 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											
✓ Issuer (other than an investment fund)												
				- /								
ITEM 3 - ISSUER NAME	and O	THE	r Idei	NTIFIE	RS							
Provide the following information							tment fu	ınd, abou	<i>it the fund</i> .			
Full legal name FendX Technologies Inc.												
Previous full legal name												
If the issuer's name ch	anged in t	he las	st 12 mc	onths, pi	rovide m	ost rece	ent previ	ious lega	l name.			
	Website	e							(if applicabl	e)		
If the issuer has a legal entity i	dentifier, p	orovid	e below	. Refer t	o Part B	of the	Instructi	ons for tl	he definition o	of "legal enti	ty identifier"	
Legal entity	identifie	r										
If two or more issuers distribute	ed a single	e secu	rity, pro	vide the	full lega	ıl name	e(s) of th	e co-issu	ıer(s) other th	an the issuer	named abo	ve.
Full legal name(s) of co	-issuer(s	s)							(if applicable	e)		
ITEM 4 - UNDERWRITER	INFOR	MAT	ΓΙΟΝ									
If an underwriter is completing	the report	t, prov	vide the	underw	riter's fu	ll legal	name a	nd firm I	NRD number.			_
Full legal name												
Firm NRD number								(if app	olicable)			
If the underwriter does not hav	e a firm N	IRD nu	umber, p	orovide	the head	l office	contact	informat	tion of the un	derwriter.		
Street address												7
Municipality								Provi	ince/State			7
Country							Pos	tal code	e/Zip code			1
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 5 4 1 7 1 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.								
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 2820-200 Granville St Province/State British Columbia								
Municipality Vancouver Postal code/Zip code V6C 1S4								
Country Canada Telephone number 6043755578								
e) Date of formation and financial year-end								
Date of formation 2020 07 28 Financial year-end 12 31 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.								
All 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	S5M to under \$25M	□ \$25M to under \$100M
S100M to under \$500M	S500M to under \$1B	S1B or over

If the issue is an investment fund, provide the following information: a) Investment fund manager information Full legal name							
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							
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name of an exchange and not a trading facility such as, for example, an automated trading system							
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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 \$).							
L L \$\the under \$\mathbf{S}M \qquad L \qquad \mathbf{S}M \text{ to under \$\mathbf{S}M \qquad \text{ to under \$\mathbf{S}M \qquad \text{to under \$\mathbf{S}M							
\$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:							

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

a) Currency Select the currency or currencis in which the distribution was made. All dollar amounts pravided in the report must be in Conadian dollars. Canadian dollar US dollar Buto Distribution date(s) Start date Conadian dollar Distribution date(s) Start date Conadian dollar Distribution date(s) Control date(s) Control date(s) Distribution date(s) Control date(s) Distribution date(s) Control	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.										
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Panama NI 45-106 2.3 [Accredited investor] 1 9,900.00 Total dollar amount of securities distributed	Québec	NI 45-106 2.3 [/	Accredited inve	estor]			1		22,500.00		
Total dollar amount of securities distributed 154,599.90	Ontario	NI 45-106 2.3 [/	Accredited inve	estor]			3		42,300.00		
	Panama	NI 45-106 2.3 [/	Accredited inve	estor]			1		9,900.00		
Total number of unique purchasers ^{2b} 9			Total	dollar amount of se	ecurities	distribut	ed		154,599.90		
		т	otal number of u	nique purchasers ²¹	D		9				

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)

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							
ne 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.

1

a) Name of person comp	ensated and regis	tration	status							
Indicate whether the person con	npensated is a regist	rant.			No		\checkmark	Yes		
If the person compensated is an	If the person compensated is an individual, provide the name of the individual.									
Full legal name of indiv	dual									
	Family name First given name Secondary given names									
If the person compensated is no	-		-							
Full legal name	of non-individual	Hayw	ood Secu	ritie	s Inc.					
Fi	rm NRD number	1	6	3	0				(if appl	icable)
Indicate whether the person con	npensated facilitatea	the dis	tribution th	nroug	gh a fund	ing port	al or ar	n interne	rt-based p	oortal. 🗸 No 🗌 Yes
b) Business contact infor	mation									
If a firm NRD number is not pro	vided in Item 8 (a), p	orovide t	the busines	s cor	ntact info	rmation	of the	person b	peing com	npensated.
Street address										
Municipality							F	Province	e/State	
Country						Ρ	ostal o	code/Zij	p code	
Email address							Telep	hone n	umber	
c) Relationship to issuer	or investment fund	d mana	ager							
Indicate the person's relationshi the Instructions and the meanin										nning of "connected" in Part B(2) of
Connect with the issue	er or investment fun	d mana	ger				Insider	of the is	suer (oth	er than an investment fund)
Director or officer of the	e investment fund o	or inves	tment fund	l mar	nager		Employ	ee of th	e issuer (or investment fund manager
✓ None of the above										
d) Compensation details										
Provide details of all compensati Canadian dollars. Include cash c	ommissions, securitie h as clerical, printing	es-based g, legal	d compense or account	ation ing s	, gifts, dis ervices. A	counts n issuer	or othe is not i	r compe required	nsation. E to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pa			, , . , .			r r				
Value of all securitie distributed as compensation	670	68.00		S	ecurity co	odes		C M		Security code 2 Security code 3 W N T
Describe te	Describe terms of warrants, options or other rights 45,120 Finder's warrants. Each Finder's Warrant is exercisable into one common share of the issuer at an exercise price of \$0.15 per common share and has an expiry of 24 months from the date of closing the distribution.									
Other compensation) ⁵		Descrit	be [
Total compensation pai	d 6,76	68.00		L						
Check box if the per	son will or may rece	eive any	/ deferred	com	pensatior	ı (descr	ibe the	terms b	elow)	
⁴ Provide the aggregate value of additional securities of the issu rights exercisable to acquire ac ⁵ Do not include deferred compo- security of the security of the secu	er. Indicate the secu Iditional securities o	irity cod	les for all s							

ITEM 9 - DIRECTORS, EXECU	ITIVE OFFICERS	AND PROMOT	ERS OF THE ISS	UER						
If the issuer is an investment fun	d, do not complete	Item 9. Procced to	Item 10.							
Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).										
Reporting issuer in any jurisdiction of Canada										
Foreign public issuer										
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶										
Provide name of reporting issuer										
Wholly owned subsidiary of a foreign public issuer ⁶										
Provide name of foreign public issuer										
Issuer distributing only eligible foreign securities and the distribution is to permitted clients only ⁷										
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (d	c). Proceed to Item	10.						
securities that are required by law t respectively. ⁷ Check this box if it applies to the c	⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.									
a) Directors, executive officer Provide the following information fo			motor of the issuer F	or locations within	Canada	tato the	provinco	or		
territory; otherwise state the country						lule life j	province	01		
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individe resident jurisdictio individu	Relationship to issue (select all that apply					
				Province or	country	D	0	Р		
	Myers	Carolyn		United States		~	~			
	Landy	Mark		United States		~				
	Gowd	Prakash		Ontario		✓				
b) Promoter information										
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.										
Organization or company name Family name First given name Secondary given names Residential jurisdiction of individual Relationship to promoter (select one or both if applicable)										
				Province or country	D		C)		
c) Residential address of eac										
Complete Schedule 2 of this form completed report. Schedule 2 also					(a) and (b)	and att	tach to t	he		

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	FendX Technologies Inc.	andX Technologies Inc.							
Full legal name	Myers	Carolyn							
	Family name	First given name	•	Secondary given names					
Title	Chief Executive Officer								
Telephone number	9086729611	Email address	carolyn@	olyn@fendxtech.com					
Signature	"Carolyn Myers"	Date	2021	11	18				
			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				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.