# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9833412

ITEM 1 - REPORT TYPE					
✓ New report					
Amended report	If amended	, provide filing date	of report that is being am	ended	(YYYY-MM-DD)
ITEM 2 - PARTY CERTIF	YING THE REF	PORT			
Indicate the party certifying the Instrument 81-106 Investment			arding whether an issuer is an in panion policy to NI 81-106.	vestment fund, refer to secti	on 1.1 of National
Investment fund i					
✓ Issuer (other thar	n an investmer	nt fund)			
		,			
ITEM 3 - ISSUER NAME					
-			nvestment fund, about the fund.		
		dX Technologies I	nC.		
Previous full le	egal name				
If the issuer's name ch	anged in the last i	12 months, provide most	recent previous legal name.		
	Website		(if applicab	le)	
If the issuer has a legal entity i	dentifier <u>,</u> provide l	pelow. Refer to Part B of	the Instructions for the definition	of "legal entity identifier".	
Legal entity	identifier				
If two or more issuers distribut	ed a single security	/, provide the full legal n	ame(s) of the co-issuer(s) other t	han the issuer named above	L
Full legal name(s) of co	o-issuer(s)		(if applicab	le)	
ITEM 4 - UNDERWRITE	RINFORMATIO	N			
	the report, provid	e the underwriter's full l	egal name and firm NRD numbe	r.	1
Full legal name					
Firm NRD number			(if applicable)		
If the underwriter does not hav	re a firm NRD nurr	nber, provide the head of	fice contact information of the u	nderwriter.	
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 5 4 1 7 1 0
If the issuer is in the <b>mining industry</b> , 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 Ves If yes, provide SEDAR profile number 0 0 0 5 4 0 0 5
If the issuer does not have 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 jurisdication of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
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
S100M to under \$500M	S500M to under \$1B	S1B or over

ib close is an investment fund, provide the following information:         iiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii
Full legal name
Firm NRD number
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   Country   Postal code/Zjp code   Telephone number   Website (if applicable)   D Type of investment fund   Type of investment fund fund that most accurately identifies the issuer (select only one).   Money market   Country   Postal code/Zjp code   Indicate whether one or both of the following apply to the investment fund.   Invests primarily in other investment fund issuers   Country   Indicate whether one or both of the following apply to the investment fund.   Invests primarily in other investment fund issuers   Indicate whether one or both of the following apply to the investment fund.   Invests primarily in other investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment fund   Date of formation and financial year-end of the investment fund   YYYY   MM   DD   MM    DD
Street address   Municipality   Province/State   Country   Postal code/Zip code   Telephone number   Website (if applicable) <b>b</b> Type of investment fund <b>b</b> Type of investment fund <b>b</b> Type of investment fund that most accurately identifies the issuer (select only one). 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 <b>b</b> Type of formation and financial year-end of the investment funds is on authorization from one member state. <b>c</b> Date of formation and financial year-end of the investment fund is a reporting issuer. <b>c</b> All All All All All All All All All Al
Municipality Province/State   Country Postal code/Zip code   Telephone number Website (if applicable)   b) Type of investment fund Website (if applicable)   The of investment fund that most accurately identifies the issuer (select only one).   Municipality Fixed income   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 Undicate whether one collective investment fund issuers Is a UCITs Fund Undersking for the Collective investment of Transforable 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. O bate of formation and financial year-end of the investment fund is a reporting issuer status of the investment fund a reporting issuer status of the investment fund is a reporting issuer. MM DD
Country
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   'Undertaking for the Collective investment fund issuers to pate of formation and financial year-end of the investment fund YYYY MM DD Televestment fund a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All <p< td=""></p<>
b) Type of investment fund         Type of investment fund that most accurately identifies the issuer (select only one).         Money market       Equity         Alternative strategies       Cryptoasset         Invests primarily in other investment fund.         Invests primarily in other investment fund issuers         Is a UCITs Fund         '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 and financial year-end of the investment fund         Is the investment fund a reporting issuer in any jurisdication of Canada?         No       Yes         If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.         All       AB       BC       MB       NL       NT         NS       NU       ON       PE       QC       SK       YT         e) Public listing status of the investment fund       CUSIP number, provide below (first 6 digits only)       CUSIP number, provide below (first 6 digits only)
Type of investment fund that most accurately identifies the issuer (select only one).   Money market Equity   Fixed income Balanced   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*   '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 and financial year-end of the investment fund   Is the investment fund a reporting issuer is any jurisdication of Canada?   No   Yes   If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.   All   All   All   All   ON   PE   QC   Sk   YT
Money market Equity   Fixed income Balanced   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*      ''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. <b>o Date of formation and financial year-end of the investment fund</b> Date of formation and financial year-end of the investment fund   YYYY MM   DD MM <b>base of formation and financial year-end of Canada</b> ?   No Yes   If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.   All AB   All AB   BC MB   MB NB   NB NI   NS NU   ON PE   QC SK   YT
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*   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  YYYY   MM   DD   () Reporting issuer status of the investment fund   Is the investment fund a reporting issuer in any jurisdication of Canada?   No   YYY   MB   Bate   All   All </td
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(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       Financial year-end         YYYY       MM       DD         d) Reporting issuer status of the investment fund       MM         Is the investment fund a reporting issuer in any jurisdication of Canada?       No       Yes         If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.       NB       NL       NT         NS       NU       ON       PE       QC       SK       YT         e) Public listing status of the investment fund       EU       If the investment fund has a CUSIP number, provide below (first 6 digits only)       USIP number       USIP number       USIP number
Date of formation YYYY   MM DD   Financial year-end MM   MM DD <b>d)</b> Reporting issuer status of the investment fund Is the investment fund a reporting issuer in any jurisdication of Canada? 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. All AB BC MB NB NL NT OC SK YT If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number CUSIP number
YYYY MM DD     <
d) Reporting issuer status of the investment fund   Is the investment fund a reporting issuer in any jurisdication of Canada? No If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All 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 USIP number
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If the investment fund has a CUSIP number, provide below (first 6 digits only) CUSIP number
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:

# ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

b) Distribution date(s)         State the distribution start and end dates. If the report is being filed for securities distributed on a 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 bosis, include the start and end dates for the distribution period covered by the report.         Start date       2022       04       28         YVYY       MM       DD       End date       2022       04       28         YVYY       MM       DD       End date       2022       04       28         YVYY       MM       DD       End date       2022       04       28         YVYY       MM       DD       YVYY       MM       DD       YVYY       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 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 of single or indicate the security being distributed.       Total amount         Security       ClusiP number, indicate the full 9-digit CUSIP number of single or indicate the security price.       Total amount         Security       ClusiP number       Do       0.3000       4,001,400.00	purchasers resident in that jur	Canada completes a distribution in a juris risdiction of Canada only. Do not include in on, which must be disclosed in Item 8. The	n Item 7 securities issue	ed as payment of	<sup>e</sup> commissions or fil	nder's fees in
Image: Construction dollar       US dollar       Euro       Other (describe)         b) Distribution date(s)         State the distribution state and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date so both the stort and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date so both the stort and end dates. If the report is being filed for securities distributed on continuous basis, include the stort and end dates for the distribution end covered by the report.         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 distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the full 9-digit CUSIP number assigned to the security being distributed.         Security CUSIP number, indicate the full 9-digit CUSIP number of security basis. Refer to Part A(12) of the Instructions for how to indicate the full 9-digit CUSIP number of 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 of security basis. Refer to Part A(12) of the Instructions for how to indicate the full 9-digit CUSIP number of 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 of security of the security of the occurrence of an common share and one-half of one transferable common sh	a) Currency					
b) Distribution date(s)         State the distribution star 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 basi, include the start and end dates for the distribution period covered by the report.         Start date       2022       04       28         YVYY       MM       DD       End date       2022       04       28         YVYY       MM       DD       End date       2022       04       28         YVYY       MM       DD       End date       2022       04       28         YVYY       MM       DD       YVYY       MM       DD       DD         Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.         Other security datis for how to indicate the full 9-digit CUSIP number assigned to the security being distributed.         Security CUSIP number, indicate the full 9-digit CUSIP number of social amount of accurity         Single or indicate the full 9-digit CUSIP number of social \$         Single or indicate the full 9-digit CUSIP number of social \$         Single or indicate the full 9-digit CUSIP number of social \$         Single or indicate the security being distributed.	Select the currency or currence	ies in which the distribution was made. All	l dollar amounts provide	ed in the report i	must be in Canadio	an dollars.
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 2022 04 28 YYYY MM DD YYYY MM DD Concentration Concentration Con	Canadian dollar	US dollar Euro	Other (describe	e)		
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Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.         O 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.         Security CUSIP number (If applicable)         One Subscription of security         Number of securities         Single or (If applicable)         One Subscription Receipt converts into one Unit in the event of the occurrence of an Escrow Release Condition. Each Unit is comprised of one transferable common share and one-half of an excrise price and expiry date for each right. If any 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 securities         W N       N       Convertible / Expiry date       Convertible/exchangeable securities         We number       Vertice for the occurrence of an Escrow Release Condition. Each Unit is comprised of one common share for a period of 2       <	State the distribution start an as both the start and end date distribution period covered by	es. If the report is being filed for securities of the report. It date 2022 04 28	distributed on a continu	te 2022	de the start and en	
O 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.         Security CUSIP number (If applicable)         Canadian S         Security CUSIP number (If applicable)         One Subscription of security         Number of securities         Convertise into one Unit in the event of the occurrence of an Escrow Release Condition. Each Unit is comprised of one transferable common share and one-half of ane stributed, provide the exercise price and expiry date for each right. If any 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.       Describe other items (If applicable)         W       N       T       C       M       S       Expiry date (Convertible)       Convertible/exchangeable security date for a period of 2 years, subject to acceleration provision, from the Escrow	c) Detailed purchaser in	nformation				
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.         Security       CuSIP number (if applicable)       Description of security       Number of securities       Single or lowest price       Highest price       Total amount         Security       CUSIP number (if applicable)       Description Receipt converts into one Unit in the event of the occurrence of an Escrow Release Condition. Each Unit is comprised of one common share and one-half of one transferable common share purchase warrant (each whole warrant, a "Warrant").       Provide the for each 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 securities         W       N       T       C       M       S       Exercise price (Canadian S)       Exercise price or fach convertible/exchangeable securities         W       N       T       C       M       S       O.5000       11.1       In the event of the occurrence of an Escrow Release (Condition, each warrant is exercise price or fact on a convertible/exchangeable securities	Complete Schedule 1 of	this form for each purchaser and a	ttach the schedule	to the comple	eted report.	
security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.          Security       CUSIP number (fapplicable)       Description of security       Number of securities       Single or lowest       Highest price       Total amount         Society       CUSIP number (fapplicable)       Description of security       Number of securities       Single or lowest       Highest price       Total amount         Society       One Subscription Receipt converts into one Unit in the event of the occurrence of an Escrow Release Condition. Each Unit is comprised of one common share and one-half of one transferable common share purchase warrant (each whole warrant, a "Warrant").       Image: Society of the 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 code       Exercise price (Canadian S)         Convertible/ exchangeable security code       Underlying Security code       Exercise price (Canadian S)       Conversion ratio         W       N       T       C       M       S       0.5000       1:1       In the event of the occurrence of an Escrow Release Condition, each warrant is exercise price to an expiry date for each right. If any convertible/exchangeable securities         W       N       T       C       M       S       0.5000 </td <td>d) Types of securities c</td> <td>distributed</td> <td></td> <td></td> <td></td> <td></td>	d) Types of securities c	distributed				
Security code         CUSIP number (if applicable)         Description of security         Number of securities         Single or lowest price         Highest price         Total amount           S         U         B         One Subscription Receipt converts into one Unit in the event of the occurrence of an Escrow Release Condition. Each Unit is comprised of one common share and one-half of one transferable common share purchase warrant (each whole warrant, a "Warrant").         13,338,000.00         0.3000         4,001,400.00           e)         Details of rights and convertible/exchangeable securities         13,338,000.00         0.3000         0.3000         4,001,400.00           e)         Details of rights and convertible/exchangeable securities         13,338,000.00         0.3000         0.3000         0.4,001,400.00           e// Tansferable common share purchase warrant (each whole warrant, a "Warrant").         13,338,000.00         0.3000         0.3000         0.4,001,400.00           e// Tansferable common share purchase warrant (each whole warrant, a "Warrant").         Exercise price and expiry date for each right. If any 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 security.           exercise price security code         Exercise price (Canadian \$)         Exercise price (Canadian \$)         Exercise price (Canadian \$)         Exercise price (Canadian \$)         Exercise price (						ow to indicate the
Order       Other Price       Other Price       Total amount         scode       (if applicable)       Description of security       Number of securities       Illowest       Highest price       Total amount         scode       One Subscription Receipt converts into one Unit in the event of the occurrence of an Escrow Release Condition. Each Unit is comprised of one common share and one-half of one transferable common share purchase warrant (each whole warrant, a "Warrant").       13,338,000.00       0.3000       4,001,400.00         e)       Details of rights and convertible/exchangeable securities       Exercise price and describe right (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any 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         Veral exchangeable security code       Exercise price (Canadian \$)       Expiry date (Canadian \$)       Conversion ratio       Describe other items (if applicable)         W       N       T       C       M       S       0.5000       1:1       In the event of the occurrence of an Escrow Release Condition, each warrant is exercisable into one common share at a price of \$0.50 per common share for a perice of \$0.50 per common share at a price of \$0.50 per common share for a perice of \$0.50 pe					Canadian \$	
S       U       B       converts into one Unit in the event of the occurrence of an Escrow Release Condition. Each Unit is comprised of one common share and one-half of one transferable common share and one-half of one transferable common share purchase warrant (each whole warrant).         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 are clistributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable securities         exchangeable security code       Underlying security code       Exercise price (Canadian \$)       Expiry date (YYYY-MM-DD)       Conversion ratio         were distributed, provide the securities and one securities excretise price active of a security code       Expiry date (YYYY-MM-DD)       Conversion ratio       Describe other items (if applicable)         W       N       T       C       M       S       0.5000       1:1       In the event of the occurrence of an Escrow Release Condition, each warrant is exercisable into one common share at a price of \$0.50 per common share for a period of 2 years, subject to acceleration provision, from the Escrow		Description of security		lowest	Highest price	Total amount
If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.         Convertible/ exchangeable security code       Underlying security code       Exercise price (Canadian \$)       Expiry date (YYYY- MM-DD)       Conversion ratio       Describe other items (if applicable)         W       N       T       C       M       S       0.5000       1:1       In the event of the occurrence of an Escrow Release Condition, each warrant is exercisable into one common share at a price of \$0.50 per common share for a period of 2 years, subject to acceleration provision, from the Escrow	SUB SUB tr	converts into one Unit in the event of the occurrence of an Escrow Release Condition. Each Jnit is comprised of one common share and one-half of one ransferable common share purchase warrant (each whole		0 0.3000	)	4,001,400.00
were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.         Convertible / exchangeable security code       Underlying security code       Exercise price (Canadian \$)       Expiry date (YYYY- MM-DD)       Conversion ratio       Describe other items (if applicable)         N       N       T       C       M       S       0.5000       11.1       In the event of the occurrence of an Escrow Release Condition, each warrant is exercisable into one common share at a price of \$0.50 per common share for a period of 2 years, subject to acceleration provision, from the Escrow	e) Details of rights and	convertible/exchangeable securities	i			
exchangeable security code       Underlying security code       Exercise price (Canadian \$)       Expiry date (YYYY- MM-DD)       Conversion ratio       Describe other items (if applicable)         W       N       T       C       M       S       0.5000       1:1       In the event of the occurrence of an Escrow Release Condition, each warrant is exercisable into one common share at a price of \$0.50 per common share for a period of 2 years, subject to acceleration provision, from the Escrow	were distributed, provide the					xchangeable securities
WNTCMSWNTCMSWNTCMS	exchangeable Underlying	e (Canadian \$)			Describe other it	ems (if applicable)
	W N T C M S		1:		of an Escrow R Condition, eacl exercisable inte share at a price common share years, subject	Release n warrant is o one common e of \$0.50 per for a period of 2 to acceleration
f) Summary of the distribution by jurisdiction and exemption	f) Summary of the distr	ibution by jurisdiction and exemption	1			

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 <sup>28</sup> purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	89	2,214,300.00
Ontario	NI 45-106 2.3 [Accredited investor]	15	551,400.00
Alberta	NI 45-106 2.3 [Accredited investor]	8	320,400.00
Manitoba	NI 45-106 2.3 [Accredited investor]	2	36,900.00
Québec	NI 45-106 2.3 [Accredited investor]	2	60,000.00
Bahamas	NI 45-106 2.3 [Accredited investor]	4	114,900.00
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	60,000.00
Finland	NI 45-106 2.3 [Accredited investor]	1	9,900.00
Germany	NI 45-106 2.3 [Accredited investor]	2	150,000.00
Hong Kong	NI 45-106 2.3 [Accredited investor]	3	84,000.00
Panama	NI 45-106 2.3 [Accredited investor]	1	45,000.00
Thailand	NI 45-106 2.3 [Accredited investor]	1	180,000.00
Taiwan, Province Of China	NI 45-106 2.3 [Accredited investor]	2	39,600.00
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	135,000.00
	Total dollar amount of se	ecurities distributed	4,001,400.00
	Total number of unique purchasers <sup>2b</sup>	132	

<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.

<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.

#### 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>"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)

тем 8 - Со	MPENSATIC	ON INFORMATION	
		person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation Iditional copies of this page if more than one person was, or will be, compensated.	ion in connection with
Indicate whet	her any comper	nsation was paid, or will be paid, in connection with the distribution.	
🗌 No	✓ Yes	If yes, indicate number of persons compensated.	

a) Name of person compen	sated and regis	tration status						
Indicate whether the person compe	ensated is a registr	rant.	No No	🖌 Yes				
If the person compensated is an in	dividual, provide ti	he name of the indivi	dual.					
Full legal name of individu	lal							
	F	Family name	First	t given name		Second	lary given name	] S
If the person compensated is not a	n individual, provi	de the following infor	mation.					
Full legal name of	non-individual	Canaccord Genui	ty Corp.					
Firm	NRD number	9 0 0			(if app	olicable)		
Indicate whether the person compo	ensated facilitated	the distribution throu	ugh a funding port	tal or an interr	net-based	portal.	✓ No [	Yes
b) Business contact informa	ation							
If a firm NRD number is not provid	led in Item 8 (a), p	rovide the business co	ontact information	n of the person	being cor	mpensated.		
Street address								
Municipality				Provin	ce/State			
Country			] P	ostal code/2	Zip code			
Email address			]	Telephone	number			
c) Relationship to issuer or	investment func	l manager						
Indicate the person's relationship v the Instructions and the meaning o							nected" in Part	B(2) of
Connect with the issuer						her than an in	vestment fund	i)
Director or officer of the	investment fund o	r investment fund ma	anager	Employee of	the issuer	or investment	t fund manage	er
✓ None of the above							-	
d) Compensation details								
Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such allocation arrangements with the a	nmissions, securitie as clerical, printing	es-based compensatic g, legal or accounting	on, gifts, discounts services. An issuer	or other comp r is not require	ensation. ed to ask fo	Do not report	payments for s	services
Cash commissions paid	28,80	00.00		Securi	ty code 1	Security code	e 2 Security of	code 3
Value of all securities distributed as compensation <sup>4</sup>	182,90	04.00	Security codes		M S	W N	Т	
	ns of warrants, op	tions or other rights	705,680 finder share at a price					
			the Escrow Re				o you.o	
Other compensation <sup>5</sup>		Describe						
Total compensation paid	211,70	04.00						
✓ Check box if the person	on will or may rece	ive any deferred cor	npensation (descr	ibe the terms	below)			
All compensation pro	ovided in the de	tails above is due	on the satisfacti	on of the es	crow rele	ease conditio	n.	
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer. rights exercisable to acquire addi <sup>5</sup> Do not include deferred compen- <sup>5</sup> Do not <sup>5</sup> Do not	Indicate the secu tional securities of	rity codes for all sec						ier

a) Name of person comper	nsated and regis	stration status					
Indicate whether the person comp	ensated is a regist	rant.	No No	✓ Ye	es		
If the person compensated is an in	ndividual, provide t	the name of the indivi	dual.				
Full legal name of individ	ual						
		Family name	Firs	st given name	e	Secondary given names	
If the person compensated is not a	an individual, prov	ide the following info	rmation.				
Full legal name of	non-individual	Haywood Securiti	es Inc.				
Firn	n NRD number	1 6 3	0		(if app	licable)	
Indicate whether the person comp	ensated facilitated	I the distribution throu	ugh a funding por	tal or an int	ternet-based	portal. 🖌 No 🗌 Y	/es
b) Business contact inform	ation						
If a firm NRD number is not provid	ded in Item 8 (a), p	provide the business c	ontact informatior	n of the pers	son being cor	npensated.	
Street address							
Municipality				Prov	vince/State		
Country			F	Postal code	e/Zip code		
Email address				Telephor	ne number		
c) Relationship to issuer or	investment fund	d manager	-				
Indicate the person's relationship the Instructions and the meaning							of
Connect with the issuer			· · ·		-	ner than an investment fund)	
Director or officer of the		-				or investment fund manager	
<ul> <li>✓ None of the above</li> </ul>				Employee			
d) Compensation details	naid anto ho nai	id to the newson ident	ified in Item 9(a) i	'n connectio	n with the di	tribution Dravida all amounts in	
Provide details of all compensatior Canadian dollars. Include cash com	nmissions, securiti	es-based compensatio	on, gifts, discounts	or other co	mpensation.	Do not report payments for servic	ces
incidental to the distribution, such allocation arrangements with the o						or details about, or report on, inte	rnal
Cash commissions paid	[	52.00		-			2
Value of all securities			Coourity on doo	W	N T	Security code 2 Security code 3	5
distributed as compensation <sup>4</sup>			Security codes				
Describe terr	ms of warrants, op	otions or other rights				rrant exercisable into one for a period of 2 years from	
			the Escrow Re			,	
Other compensation <sup>5</sup>		Describe					
Total compensation paid	83,9	52.00					
$\checkmark$ Check box if the perso	on will or may rece	eive any deferred cor	npensation (desc	ribe the terr	ms below)		
All compensation pr	ovided in the de	tails above is due	on the satisfacti	ion of the e	escrow rele	ase condition.	
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer rights exercisable to acquire addl <sup>5</sup> Do not include deferred compen- <sup>5</sup> Do not <sup>5</sup> Do	. Indicate the secu itional securities o	urity codes for all sec					

ITEM 9 - DIRECTORS, EXECU	JTIVE OFFICERS	AND PROMOT	ERS OF THE ISSU	JER				
If the issuer is an investment fun	d, do not complete	Item 9. Procced to	Item 10.					
Indicate whether the issuer is any o	of the following (seled	t the one that applie	es - if more than one o	applies, select onl	y one).			
Reporting issuer in any juri	sdiction of Canada							
Foreign public issuer								
Wholly owned subsidiary o	f a reporting issuer i	n any jurisdiction of	Canada <sup>6</sup>					
Provide na	me of reporting issue	er						]
Wholly owned subsidiary o	f a foreign public iss	uer <sup>6</sup>						
Provide name o	f foreign public issue	er						]
Issuer distributing only elig	ible foreign securitie	s and the distribution	n is to permitted clier	its only <sup>7</sup>				
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (c	.). Proceed to Item 1	0.				
<ul> <li><sup>6</sup>An issuer is a wholly owned subsitive securities that are required by law a respectively.</li> <li><sup>7</sup>Check this box if it applies to the contents. Refer to the definitions of the contents.</li> <li>If the issuer is none of the contents.</li> </ul>	to be owned by its di current distribution ev eligible foreign secur	rectors, are benefici ren if the issuer mad ity" and "permitted c	ially owned by the rep de previous distributio client" in Part B(1) of t	porting issuer or t ons of other types	he foreign	public is	suer,	
a) Directors, executive office	rs and promoters	of the issuer						
Provide the following information for territory; otherwise state the country	or each director, exect	itive officer and pror				itate the p	province	or
Organization or company name	Family name	First given name	Secondary given names				to issuer at apply)	
				Province or	country	D	0	Р
	Myers	Carolyn						Р
		e al el j l i		United States		~	~	P
	Landy	Mark		United States United States		✓ ✓	<ul> <li></li> </ul>	P
	Landy Gowd	-						P
		Mark		United States	a	✓	<ul> <li>✓</li> <li>✓</li> </ul>	P
	Gowd	Mark Prakash		United States Ontario	a	✓	<ul> <li></li> <li></li> <li></li> <li></li> <li></li> <li></li> </ul>	P
b) Promoter information	Gowd Zanic	Mark Prakash Rose		United States Ontario British Columbi	a	✓		P
b) Promoter information If the promoter listed above is not an within Canada, state the province of	Gowd Zanic Mulder n individual, provide	Mark Prakash Rose Andrea the following inform		United States Ontario British Columbi Ontario	fficer of the	✓ ✓	✓ er. For loop	cations
If the promoter listed above is not a	Gowd Zanic Mulder n individual, provide	Mark Prakash Rose Andrea the following inform state the country. Fo		United States Ontario British Columbi Ontario r and executive of moter", "D" – Dire Residential jurisdiction of individual	fficer of the ector, "O" - Rela	✓ ✓	er. For loo ve Officer	cations
If the promoter listed above is not a within Canada, state the province of	Gowd Zanic Mulder n individual, provide r territory; otherwise :	Mark Prakash Rose Andrea the following inform state the country. Fo	r "Relationship to pro	United States Ontario British Columbi Ontario r and executive o moter", "D" – Dire Residential jurisdiction of	fficer of the ector, "O" - Rela	e promote Executiv	er. For loo ve Officer	cations cations

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	FendX 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@fendxtech.com					
Signature	"Carolyn Myers"	Date	2022	05	09			
			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.