Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8705399

ITEM 1 - REPORT TYPE									
✓ New report									
☐ Amended report If am	ended, provide filing date	of report that is being a	mended	(YYYY-MM-DD)					
TTEM 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									
Investment fund issuer	Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.								
✓ Issuer (other than an inve	estment fund)								
Underwriter	ostinoni rana)								
ITEM 3 - ISSUER NAME AND O	THER IDENTIFIERS								
Provide the following information about		vestment fund, about the fund	!.						
Full legal nam	e World Tree COP Inc.								
Previous full legal nam	е								
If the issuer's name changed in	the last 12 months, provide most	recent previous legal name.							
Websit	e Worldtree.info	(if applic	(if applicable)						
If the issuer has a legal entity identifier.	provide below. Refer to Part B of t	he Instructions for the definiti	on of "legal entity identifier".						
Legal entity identifie	r								
If two or more issuers distributed a single	e security, provide the full legal n	nme(s) of the co-issuer(s) othe	than the issuer named above	е.					
Full legal name(s) of co-issuer(s	3)	(if applicable)							
ITEM 4 - UNDERWRITER INFOR	MATION								
If an underwriter is completing the repor	t, provide the underwriter's full le	gal name and firm NRD num	per.	٦					
Full legal name									
Firm NRD number		(if applicable)							
If the underwriter does not have a firm N	IRD number, provide the head off	ice contact information of the	underwriter.	_					
Street address									
Municipality		Province/Sta	е						
Country		Postal code/Zip cod	e						
Telephone number		е	(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 1 1 3 2 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						
c) SEDAR profile number						
Does the issuer have a SEDAR profile?						
No						
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 MM DD MM DD						
f) Reporting issuer status						
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes						
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.						
AII AB BC MB NB NL NT						
□ NS □ NU □ ON □ PE □ QC □ SK □ YT						
g) Public listing status						
If the issuer has a CUSIP number, provide below (first 6 digits only)						
CUSIP number						
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.						
Exchange and not a trading facility such as, for example, an automated trading system.						
h) Size of issuer's assets						
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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 mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.						
Street address							
Municipality	Province/State Province/State						
Country	Postal code/Zip code						
Telephone number	Website (if applicable)						
b) Type of investment	fund						
Type of investment fund tha	nt most accurately identifies the issuer (select only one) .						
Money market	☐ Equity ☐ Fixed income ☐ Balanced						
Alternative strateg	gies Cryptoasset Other (describe)						
	h of the following apply to the investment fund .						
	n other investment fund issuers						
☐ Is a UCITs Fund¹							
¹ Undertaking for the Collec (EU) directives that allow co	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union ollective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.						
c) Date of formation a	nd financial year-end of the investment fund						
Date of format	tion Financial year-end MM DD						
d) Reporting issuer st	atus of the investment fund						
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes						
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.						
AII	AB BC MB NB NL NT						
□ NS □	NU ON PE QC SK T						
e) Public listing status	s of the investment fund						
If the investment fund has a	CUSIP number, provide below (first 6 digits only)						
CUSIP number							
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 (NA	AV) 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 \$500	DM S500M to under \$1B S1B or over Date of NAV calculation: YYYY MM DD						

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

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a)) Currency	•
u	, Cullelley	

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

b) Distribution date(s)

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 2019 01 10

YYYY MM DD

End date 2019 01 16

c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

					Canadian \$		
S	Security CUSIP number (if applicable)		Description of security	Number of securities	Single or lowest price	Highest price	Total amount
Р	R S		Class COP2018 Preferred Shares Non-voting	15,000.00	1.0000	1.1000	16,250.00

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Convertib exchanges security c	geable Underlying		 Exercise price (Canadian \$)		Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)	
				Lowest	Highest			

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Total amount (Canadian \$)		
British Columbia	British Columbia NI 45-106 2.9(1) [Offering memorandum] (BC, NL) 6			
Ontario	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	1	2,750.00	
	16,250.00			

^{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.	Offering Memorandum	2018-06-01	Υ	2018-07-01	

tem 8 - Compensation Information									
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.									
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.									
No ✓ Yes	If yes, indicate nur	nber of perso	ns compensa	ted.	3				
a) Name of person compensated and registration status									
Indicate whether the person compensated is a registrant. • No • Yes									
If the person compensated is an	individual, provide the nan	ne of the individ	lual.						
Full legal name of individual James Roy									
	Family r	ame	Fir	st given i	name		Secondary g	iven names	
If the person compensated is not	an individual, provide the	following infori	mation.						
Full legal name	of non-individual								
Fi	m NRD number				(i	f appli	cable)		
Indicate whether the person con	npensated facilitated the dis	stribution throu	gh a funding po	rtal or a	n internet-bo	ased po	ortal. 🗸	No Yes	
b) Business contact inform									
If a firm NRD number is not pro		the business co	ntact informatio	n of the	person bein	g com	pensated.		
Street address 2	2974 Haslam Rd								
Municipality 1	Nanaimo			F	Province/S	tate	British Columb	bia	
Country	Canada			Postal	code/Zip c	ode	V9X 1T1		
Email address	oy@worldtree.info			Telep	ohone num	ber	6048686143		
c) Relationship to issuer of	or investment fund man	ager							
Indicate the person's relationship the Instructions and the meaning							ning of "connected	d" in Part B(2) of	
Connect with the issue	er or investment fund mana	ager		Insider	of the issue	er (othe	er than an investr	ment fund)	
Director or officer of the	e investment fund or inves	stment fund ma	nager	Emplo	yee of the is	suer o	or investment fund	d manager	
None of the above									
d) Compensation details									
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.									
Cash commissions pai	d 100.00				Security cod	le 1	Security code 2	Security code 3	
Value of all securities distributed as compensation		S	ecurity codes						
Describe te	erms of warrants, options of	r other rights							
Other compensation	5	Describe							
Total compensation paid 100.00									
Check box if the person will or may receive any deferred compensation (describe the terms below) 4 Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire									
additional securities of the issue		des for all secu							

inciuae aererrea compensatio

a) Name of person comp	pensated and registi	ration 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 indiv	/idual Larson		Catherine						
	Fa	amily name	Firs	t given name	Seco	ondary given names			
If the person compensated is no	ot an individual, provid	e the following infor	mation.						
Full legal name	of non-individual								
F	irm NRD number			(if a	applicable)				
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Yes									
b) Business contact info	rmation								
If a firm NRD number is not pro	ovided in Item 8 (a), pr	ovide the business co	ntact informatior	n of the person being	compensated.				
Street address	2574 Blackwood St								
Municipality	Victoria			Province/Sta	te British (Columbia			
Country	Canada		F	Postal code/Zip cod	de V8T 3V	V1			
Email address	Catherinelarson013	3@gmail.com		Telephone numb	er 250883	37018			
c) Relationship to issuer	or investment fund	manager							
Indicate the person's relationsh	ip with the issuer or in	vestment fund mana	ger (select all tha	t apply). Refer to the	meaning of "co	onnected" in Part B(2) of			
the Instructions and the meani	ng of "control" in sectio	n 1.4 of NI 45-106 f	or the purposes of	completing this sect	ion.				
Connect with the issu	uer or investment fund	manager		Insider of the issuer	(other than an	investment fund)			
Director or officer of t	he investment fund or	investment fund ma	nager	Employee of the issu	uer or investm	ent fund manager			
✓ None of the above									
d) Compensation details									
Provide details of all compensat	tion paid, or to be paid,	to the person identi	fied in Item 8(a) ii	n connection with the	distribution. F	Provide all amounts in			
Canadian dollars. Include cash of incidental to the distribution, su		•	5 .	•	•				
allocation arrangements with th					K for actuals ac	out, or report on, unternat			
Cash commissions pa	aid 100	0.00		Security code	1 Security of	ode 2 Security code 3			
Value of all securities	es		Security codes						
distributed as compensation									
Describe t	terms of warrants, opti	ons or other rights							
Other compensation	n ⁵	Describe							
Total compensation pa	Total compensation paid 100.00								
Check box if the person will or may receive any deferred compensation (describe the terms below)									
⁴ Provide the aggregate value of	of all securities distribi	ited as compensation	n excludina onti	ons warrants or othe	er riahts exerci	isable to acquire			
additional securities of the issurights exercisable to acquire a	uer. Indicate the secur	ity codes for all secu							
5 Do not include deferred comp		arc issuel.							

a) Name of person compensated and registration status							
Indicate whether the person compensated is a registrant. No Yes							
If the person compensated is a	n individual, provide	the name of the individ	dual.				
Full legal name of indi	f individual Gobbett Nicholas						
	First given name Secondary given names			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. V No Yes							
b) Business contact information							
If a firm NRD number is not pr	rovided in Item 8 (a),	provide the business co	ontact information	of the pe	erson being cor	mpensated.	
Street address	114-655 Goldstre	eam Ave					
Municipality	Victoria		Pro	ovince/State	British Columbia		
Country	Canada		Р	Postal code/Zip code		V9B 0G2	
Email address	Flyer011@gmail.	Telephone number			2502608408		
c) Relationship to issuer or investment fund manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of							
the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.							
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)							
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager							
✓ None of the above							
d) Compensation details							
Provide details of all 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 p	aid 2		Se	ecurity code 1	Security code 2	Security code 3	
Value of all securiti			Security codes				
distributed as compensation ⁴ Describe terms of warrants, options or other rights							
Other compensation ⁵ Describe Describe							
Total compensation paid 200.00							
Check box if the person will or may receive any deferred compensation (describe the terms below)							
⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire							
additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.							
⁵ Do not include deferred compensation.							

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER If the issuer is an investment fund, 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 Canada⁶ Provide name of reporting issuer Wholly owned subsidiary of a foreign public issuer⁶ Provide name of foreign public issuer Issuer distributing only eligible foreign securities and the distribution is to permitted clients only If the issuer is at least one of the above, do not complete Item 9(a) - (c). Proceed to Item 10. ⁶An 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. ⁷Check 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. ✓ If the issuer is none of the above, check this box and complete Item 9(a) - (c). Directors, executive officers and promoters of the issuer a) Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter. Business location of non-individual or Relationship to issuer residentail Secondary given (select all that apply) jurisdiction of Organization or company name Family name First given name names individual D 0 Ρ Province or country S. ✓ **√ √ Burton** Wendy British Columbia A. British Columbia Key Catherine ✓ British Columbia Nauta Angela Bolton Leslie British Columbia 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	0

Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	World Tree COP Inc.					
Full legal name	Burton					
	Family name	First given name	Second	dary given names		
Title	Director & CEO					
Telephone number	2505490191	Email address	wendy@worldtre	e.info		
Signature	"Wendy Burton"	Date	2019 01	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	Johnson	Kim		Title	Lawyer		
	Family name	First given name	Secondary given names	-			
Name of company	Jawl Bundon LLP						
Telephone number	2503855787	Em	ail address kjohnson@	jawlbundo	on.com		

Notice - Collection and use of personal information

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

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

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

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

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in 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.