# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8658235

ITEM 1 - REPORT TYPE								
✓ New report								
☐ Amended report If amer	nded, provide filing date	of report that is	s being ame	ended	(YYYY-MM-DD)			
ITEM 2 - PARTY CERTIFYING THE	TEM 2 - PARTY CERTIFYING THE REPORT							
Indicate the party certifying the report (sele Instrument 81-106 Investment Fund Contin				vestment fund, refer to secti	on 1.1 of National			
☐ Investment fund issuer	radus Disclosure and the comp	amon policy to twi	01 100.					
✓ Issuer (other than an inves	tment fund)							
Underwriter	,							
ITEM 3 - ISSUER NAME AND OT	HED IDENTIFIEDS							
Provide the following information about the		vestment fund, abo	out the fund					
Full legal name	Newtopia Inc.	vestinent juna, abc	out the juna.					
Previous full legal name								
If the issuer's name changed in the	e last 12 months, provide most	recent nrevious lea	al name					
Website	www.Newtopia.com	recent previous teg		٥١				
			(if applicabl					
If the issuer has a legal entity identifier, pro Legal entity identifier	ovide below. Refer to Part B of t	ne instructions for	tne aefinition (	of "legal entity laentifier".				
If two or more issuers distributed a single s	acurity provide the full legal pe	ama(s) of the co. iss	cuar(s) other th	ian the issuer named above				
Full legal name(s) of co-issuer(s)	ecunty, provide the fall legal no	ime(s) of the co-iss	if applicable)					
- an regar manne (e) er ee reesen (e)			(п аррпсавт					
ITEM 4 - UNDERWRITER INFORM	IATION							
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm	NRD number.					
Full legal name								
Firm NRD number		(if ap	plicable)					
If the underwriter does not have a firm NR	D number, provide the head off	ice contact inform	ation of the un	derwriter.				
Street address								
Municipality		Province/State						
Country		Postal cod	de/Zip code		]			
Telephone number	Website (if a							

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 8 1 2 1 9 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
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 4101 Yonge Street Province/State Ontario
Municipality Toronto Postal code/Zip code M2P 1N6
Country Canada Telephone number 18886398181
e) Date of formation and financial year-end
Date of formation 2008 05 09 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.
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 name
h) Size of issuer's assets

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M	☐ \$5M to under \$25M	☐ \$25M to under \$100M
\$100M to under \$500M	☐ \$500M to under \$1B	\$1B or over

ITEM 6 - INVESTMENT	FUND ISSUER INFORMATION					
If the issuer is an inves	tment fund, provide the following information.					
a) Investment fund ma	anager 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						
<sup>1</sup> 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 n						
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. Currency a) Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. US dollar ✓ Canadian dollar Euro Other (describe) 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 End date 2018 11 06 2018 11 06 YYYY MM DD YYYY MM DD Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. 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 \$			
Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount	
UBS			4,000.00	1,000.0000		4,000,000.00	

### 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.

Convertible / exchangeable security code		able Underlying				Conversion ratio	Describe other items (if applicable)			
						Lowest	Highest			
U	В	S	D	E	В	0.0000				\$1,000 principal amount of subordinated unsecured convertible debentures and such number of warrants that is equal to 33% of the aggregate subscription price divided by the unit.

# 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	Number of unique <sup>2</sup> purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	3	45,000.00
British Columbia	NI 45-106 2.3 [Accredited investor]	40	1,840,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	26	1,940,000.00
Thailand	NI 45-106 2.3 [Accredited investor]	1	50,000.00
Germany	NI 45-106 2.3 [Accredited investor]	1	75,000.00

Hong Kong	NI 45-106 2.3 [Accredited investor]	2	50,000.00
	curities distributed	4,000,000.00	
Total number of unique purchasers <sup>2</sup> b		73	

<sup>&</sup>lt;sup>2a</sup> In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

# g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. 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>&</sup>lt;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)

<sup>&</sup>lt;sup>2b</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 8 - COMPENSATION INFORMATION						
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>	ith					
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.						
No ✓ Yes If yes, indicate number of persons compensated. 11						

a) Name of person compe	ensated and registration	n 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	dual.						
Full legal name of indivi	dual								
	Family r	name	First	given nam	ne	Second	ary given na	imes	
If the person compensated is not	an individual, provide the	following infor	mation.						
Full legal name of	Full legal name of non-individual Bloom Burton Securities Inc.								
Firm NRD number 4 9 5 6 0 (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 inform	nation								
If a firm NRD number is not prov	vided in Item 8 (a), provide	the business co	entact information	of the per	rson being co	mpensated.			
Street address									
Municipality				Prov	vince/State				
Country			Po	ostal cod	de/Zip code				
Email address				Telepho	ne number				
c) Relationship to issuer of	or investment fund man	ager							
Indicate the person's relationship the Instructions and the meaning							ected" in P	art B(2) of	
Connect with the issue	er or investment fund mana	ager	lı	nsider of t	the issuer (o	ther than an in	vestment f	und)	
Director or officer of th	e investment fund or inves	stment fund ma	anager	Employee	of the issue	r or investment	fund man	ager	
✓ None of the above									
d) Compensation details									
Provide details of all compensation Canadian dollars. Include cash continuity in the distribution, such allocation arrangements with the	ommissions, securities-base h as clerical, printing, legal	ed compensatio or accounting	n, gifts, discounts o services. An issuer	or other co is not req	ompensation. Juired to ask j	Do not report	payments †	for services	
Cash commissions paid	d 234,000.00			Se	ecurity code 1	Security code	2 Secur	rity code 3	
Value of all securities distributed as compensation	•	5	Security codes	0	PT				
·	rms of warrants, options o	or other rights	Compensatory divided by FMV						
Other compensation	5	Describe	arriada by i ivi v	, 0.0101		11 61100 (001			
Total compensation paid	d 234,000.00								
Check box if the pers	son will or may receive an	y deferred con	pensation (describ	be the ter	rms below)				
<sup>4</sup> Provide the aggregate value of additional securities of the issue rights exercisable to acquire ad <sup>5</sup> Do not include deferred compe	er. Indicate the security co ditional securities of the is	des for all secu	on, <u>excluding</u> optio urities distributed a	ns, warra ns comper	ants or other i nsation, <u>inclu</u>	rights exercisal <u>Iding</u> options, v	ole to acqu varrants or	vire <sup>-</sup> other	

a) Name of person compens	ated and registr	ation status								
Indicate whether the person compe	nsated is a registra	nt.	☐ No	$\checkmark$	Yes					
If the person compensated is an ind	ividual, provide the	e name of the indiv	ridual.							
Full legal name of individua	al									
	Fa	mily name	Fi	st given n	ame	<u> </u>	Secondary	given names	i	
If the person compensated is not an individual, provide the following information.										
Full legal name of r	non-individual	CIBC World Mark	cets Inc.							
Firm	NRD number	3 8 5	0			(if app	olicable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  Ves										
b) Business contact information	tion									
If a firm NRD number is not provide	ed in Item 8 (a), pro	ovide the business o	contact informatio	on of the	person b	eing cor	mpensated.			
Street address										
Municipality				Р	rovince	/State				
Country				Postal c	ode/Zip	code				
Email address				Telep	hone nu	umber				
c) Relationship to issuer or in	nvestment fund	manager	_							
Indicate the person's relationship w the Instructions and the meaning o								ted" in Part I	B(2) of	
Connect with the issuer of				-	-		her than an inve	stment fund)	)	
☐ Director or officer of the in			nanager $\Box$				or investment fu			
<u> </u>	Westiment fund of	investment rana n	ianagei	Linploy	CC OI THE	133461	or investment re	na managei		
✓ None of the above										
d) Compensation details										
Provide details of all compensation provide details of all compensation of Canadian dollars. Include cash compensation incidental to the distribution, such a second control of the contro	missions, securities s clerical, printing,	-based compensati legal or accounting	on, gifts, discount g services. An issu	s or othei er is not i	r compen required	nsation. to ask fo	Do not report pa	ments for s	ervices	
allocation arrangements with the di			n-individual comp	ensated b	y the iss	uer.				
Cash commissions paid	2,400	0.00			Security of	code 1	Security code 2	Security c	ode 3	
Value of all securities distributed as compensation <sup>4</sup>			Security codes							
·	s of warrants, optic	ons or other rights								
Other compensation <sup>5</sup>		Describe								
Total compensation paid	2,400	0.00								
Check box if the persor			mpensation (des	cribe the	terms be	elow)				
40 miles the angle of the Co			inn mal die				(abta a ! ! !	4		
<sup>4</sup> Provide the aggregate value of all additional securities of the issuer. rights exercisable to acquire additi <sup>5</sup> Do not include deferred compens	Indicate the securi ional securities of t	ity codes for all sed							er	

a) Name of person comper	sated and registr	ation status									
Indicate whether the person comp	ensated is a registra	ınt.	☐ No	$\checkmark$	Yes						
If the person compensated is an in	dividual, provide th	e name of the indiv	idual.								
Full legal name of individe	ual										
	Fa	amily name	Firs	st given na	ame	Seco	ondary given na	mes			
If the person compensated is not o	If the person compensated is not an individual, provide the following information.										
Full legal name of	non-individual	Canaccord Genui	ty Corp.								
Firm	NRD number	9 0 0			(if a <sub>l</sub>	oplicable)					
Indicate whether the person comp	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  Ves										
b) Business contact information	ation										
If a firm NRD number is not provid	ded in Item 8 (a), pro	ovide the business c	ontact information	n of the p	person being c	ompensated.					
Street address											
Municipality				Pı	rovince/Stat	Э					
Country			F	Postal c	ode/Zip cod	e					
Email address				Telepl	none numbe	r					
c) Relationship to issuer or	investment fund	manager									
Indicate the person's relationship the Instructions and the meaning							onnected" in P	art B(2) of			
Connect with the issuer				•			investment fu	und)			
Director or officer of the	investment fund or	investment fund m	anager $\square$	Employe	ee of the issu	er or investm	ent fund mana	ager			
None of the above			_								
d) Compensation details											
Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the o	nmissions, securities as clerical, printing,	-based compensation legal or accounting	on, gifts, discounts services. An issue	or other r is not r	compensation equired to ask	n. Do not repo	ort payments f	or services			
Cash commissions paid	64,500	0.00			Security code 1	Security co	ode 2 Secur	ity code 3			
Value of all securities distributed as compensation <sup>4</sup>			Security codes		O P T						
Describe terr	ns of warrants, opti	ons or other rights	Compensator divided by FM								
Other compensation <sup>5</sup>		Describe									
Total compensation paid	64,500	0.00									
Check box if the person	on will or may receiv	ve any deferred cor	mpensation (desc	ribe the t	terms below)						
<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	Indicate the securitional securities of a	ity codes for all sec	on, <u>excluding</u> opti urities distributed	ions, war as comp	rrants or other pensation, <u>inc</u>	rights exerci l <u>uding</u> options	isable to acqu s, warrants or	ire other			

a) Name of person compen-	sated and regist	ration status									
Indicate whether the person compe	ensated is a registro	ant.	☐ No		<b>√</b> Y	'es					
If the person compensated is an inc	dividual, provide th	e name of the indi	vidual.								
Full legal name of individu	ıal										
	F	amily name	'	First gi	iven nam	ne		Seco	ndary given	names	
If the person compensated is not a	n individual, provid	le the following inf	ormation.								
Full legal name of	non-individual	Echelon Wealth	Partners I	nc.							
Firm	NRD number	3 2	1 2	0			(if applic	cable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  V No Yes											
b) Business contact informa	ition										
If a firm NRD number is not provid	led in Item 8 (a), pr	ovide the business	contact info	rmation o	f the pe	rson bei	ng comp	oensated.			
Street address											
Municipality					Pro	vince/S	State				
Country				Pos	stal cod	de/Zip d	code				
Email address				Т	elepho	one nur	nber				
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 of			, joi tire pui		•	•		er than an	investment	fund)	ł
Director or officer of the i		-	manager	_			,		ent fund ma	ŕ	
✓ None of the above			aage.	Ш -							
d) Compensation details			- 4:6: - 4 : 14	0(-) :			41 4:-4-	.: la			. · · ·
Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such a	missions, securities	s-based compensat	ion, gifts, di	scounts or	other co	ompenso	ation. Do	o not repo	rt payment.	s for se	ervices
allocation arrangements with the d			n-individual	! compenso	ated by i	the issue	er.				
Cash commissions paid	40,50	0.00			Se	ecurity co	de 1	Security co	ode 2 Sec	curity co	ode 3
Value of all securities distributed as compensation <sup>4</sup>			Security c	odes	0	Р	Т			<u></u>	
Describe term	ns of warrants, opt	ions or other right							ross proce 6 month te		
Other compensation <sup>5</sup>		Describe		by i iviv,	ОХОГОГ			prioc (ot	J 111011111 10		
Total compensation paid	40,50	0.00									
Check box if the perso	L mill or may recei	 ve any deferred c	ompensation	n (describe	e the tei	rms belo	ow)				
_											
<sup>4</sup> Provide the aggregate value of a	Il cocurities distrib	utod ac compone	tion ovalua	ling option	c warra	ante er e	thor rich	hte overei	cable to ca	auiro	
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer. rights exercisable to acquire addit	Indicate the secur	rity codes for all se									er
<sup>5</sup> Do not include deferred compens		นาษ เออนซิ .									

a) Name of person comper	nsated and registra	tion status							
Indicate whether the person comp	ensated is a registran	t.	☐ No	$\checkmark$	Yes				
If the person compensated is an ir	ndividual, provide the	name of the indivi	dual.						
Full legal name of individ	ual								
	Fan	nily name	Firs	st given n	ame	Se	condary given n	ames	
If the person compensated is not an individual, provide the following information.									
Full legal name of	non-individual H	aywood Securiti	es Inc.						
Firn	n NRD number	1 6 3	0		(if	applicable)			
Indicate whether the person comp	ensated facilitated the	e distribution thro	ugh a funding por	tal or an	internet-ba	sed portal.	✓ No	Yes	
b) Business contact inform	ation								
If a firm NRD number is not provi	ded in Item 8 (a), prov	ride the business c	ontact information	n of the	person being	compensated	1.		
Street address									
Municipality				Р	rovince/Sta	ate			
Country			F	Postal c	ode/Zip co	de			
Email address				Telep	hone numb	er			
c) Relationship to issuer or	investment fund m	nanager							
Indicate the person's relationship the Instructions and the meaning							connected" in	Part B(2) of	
Connect with the issuer				•	-		an investment	fund)	
Director or officer of the		-	anager $\square$			`	ment fund mar	,	
✓ None of the above	invocation rand or in	TVOOLITION TANA TII	ш ш	Linploy	00 01 1110 100	401 01 111001	none rana mai	iago.	
d) Compensation details			10 11 12 01 1						
Provide details of all compensation Canadian dollars. Include cash cor incidental to the distribution, such allocation arrangements with the d	nmissions, securities-l as clerical, printing, le	pased compensation	on, gifts, discounts services. An issue	or other	r compensati required to a	on. Do not rej	port payments	for services	
Cash commissions paid	25,500.	00			Security code	1 Security	code 2 Secu	urity code 3	
Value of all securities distributed as compensation <sup>4</sup>			Security codes			T Coodiny	00002		
•	ms of warrants, option	ns or other rights	Compensator						
			divided by FM	1V, exe	rcisable at	FMV price (	36 month ter	m).	
Other compensation <sup>5</sup>		Describe							
Total compensation paid	25,500.	00							
Check box if the person	on will or may receive	any deferred cor	npensation (desc	ribe the	terms below	)			
<sup>4</sup> Provide the aggregate value of a	all securities distribute	ed as compensation	on, <u>excluding</u> opti	ions, wa	rrants or oth	er rights exer	cisable to acq	uire <sub>.</sub>	
additional securities of the issuer rights exercisable to acquire add. <sup>5</sup> Do not include deferred compen	itional securities of th		urıties distributed	as com	oensation, <u>ir</u>	<u>cluding</u> optio	ns, warrants o	r other	
, , , , , , , , , , , , , , , , , , , ,									

a) Name of person comp	ensated and regis	stration status								
Indicate whether the person con	npensated is a regist	rant.	☐ No	✓ 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	idual									
		Family name	First (	given name	Secondary given names					
If the person compensated is no	If the person compensated is not an individual, provide the following information.									
Full legal name	of non-individual	Leede Jones Gab	le Inc.							
Fi	irm NRD number	5 7 7	0	(if ap	plicable)					
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  V No Yes										
b) Business contact infor	mation									
If a firm NRD number is not pro	ovided in Item 8 (a), p	provide the business co	ontact information (	of the person being co	mpensated.					
Street address										
Municipality				Province/State						
Country			Po	stal code/Zip code						
Email address				Telephone number						
c) Relationship to issuer	or investment fun	d manager	J							
Indicate the person's relationshi the Instructions and the meanin					eaning of "connected" in Part B(2) of n.					
Connect with the issu	er or investment fun	d manager	☐ Ir	nsider of the issuer (o	ther than an investment fund)					
Director or officer of the	ne investment fund	or investment fund ma	anager	mployee of the issue	r or investment fund manager					
None of the above										
d) Compensation details										
Canadian dollars. Include cash c	ommissions, securiti ch as clerical, printin	es-based compensatic g, legal or accounting	n, gifts, discounts o services. An issuer i	r other compensation. is not required to ask ¡	istribution. Provide all amounts in Do not report payments for services for details about, or report on, internal					
Cash commissions pa	id 12,0	00.00		Security code 1	Security code 2 Security code 3					
Value of all securitie distributed as compensation		;	Security codes	O P T						
Describe to	erms of warrants, op	otions or other rights			as 6% of gross proceeds  IV price (36 month term).					
Other compensation	n <sup>5</sup>	Describe	arriada by i iir	, 00010100010 00110	To price (ee menar term).					
Total compensation pa	id 12,00	00.00								
Check box if the pe	rson will or may rec	eive any deferred con	npensation (describ	e the terms below)						
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire ac <sup>5</sup> Do not include deferred comp	ier. Indicate the secu Idditional securities o	urity codes for all secu	on, <u>excluding</u> option urities distributed as	ns, warrants or other i s compensation, <u>inclu</u>	rights exercisable to acquire uding options, warrants or other					

a) Name of person compensated and registration statu	ıs									
Indicate whether the person compensated is a registrant.		o <b>√</b>	Yes							
If the person compensated is an individual, provide the name of t	ne individual.									
Full legal name of individual										
Family name First given name Secondary given names										
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual TD Securit	ies Inc.									
Firm NRD number 5 8	6 0		(if ap	oplicable)						
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  Ves										
b) Business contact information										
If a firm NRD number is not provided in Item 8 (a), provide the bu	siness contact in	formation of the	person being c	ompensated.						
Street address										
Municipality		F	Province/State	•						
Country		Postal	code/Zip code	•						
Email address		Telep	hone numbe	r						
c) Relationship to issuer or investment fund manager										
Indicate the person's relationship with the issuer or investment furthe Instructions and the meaning of "control" in section 1.4 of NI					ed" in Part B(2) of					
Connect with the issuer or investment fund manager	, ,	· ·	-	other than an invest	tment fund)					
Director or officer of the investment fund or investment	fund manager	☐ Employ	ee of the issue	er or investment fun	id manager					
✓ None of the above	-				•					
d) Compensation details										
Provide details of all compensation paid, or to be paid, to the pers	on identified in It	em 8(a) in conne	ection with the a	distribution Provide	all amounts in					
Canadian dollars. Include cash commissions, securities-based com	pensation, gifts, d	liscounts or othe	r compensation	. Do not report pay	ments for services					
incidental to the distribution, such as clerical, printing, legal or acc allocation arrangements with the directors, officers or employees of				for details about, oi	report on, internal					
Cash commissions paid 3,000.00			Security code 1	Security code 2	Security code 3					
Value of all securities			Security code 1	Security code 2	Security code 3					
distributed as compensation <sup>4</sup>	Security	codes								
Describe terms of warrants, options or othe	r rights									
Other compensation <sup>5</sup>	escribe									
Total compensation paid 3,000.00										
Check box if the person will or may receive any defe	rred compensati	on (describe the	terms below)							
<sup>4</sup> Provide the aggregate value of all securities distributed as com	pensation, <u>ex</u> clu	ding options, wa	arrants or other	rights exercisable t	to acquire					
additional securities of the issuer. Indicate the security codes for rights exercisable to acquire additional securities of the issuer.										
<sup>5</sup> Do not include deferred compensation.										

a) Name of person compens	ated and regis	tration status								
Indicate whether the person compe	nsated is a regist	rant.	☐ No		✓ Yes					
If the person compensated is an ind	ividual, provide t	he name of the in	dividual.							
Full legal name of individua	al									
		Family name		First give	n name	l	Seconda	y given name	es	
If the person compensated is not an individual, provide the following information.										
Full legal name of r	non-individual	Raymond Jame	es Ltd.							
Firm	NRD number	8 2	4 0			(if app	olicable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  Ves										
b) Business contact informat	tion									
If a firm NRD number is not provide	ed in Item 8 (a), p	provide the busines	ss contact info	rmation of th	ne person b	peing co	mpensated.			
Street address										
Municipality					Province	e/State				
Country				Posta	ıl code/Zi <sub>l</sub>	p code				
Email address				Tel	ephone n	umber				
c) Relationship to issuer or in	nvestment fund	d manager								
Indicate the person's relationship we the Instructions and the meaning of								cted" in Part	B(2) of	
Connect with the issuer o			so for the pur		. •		 ther than an inve	stment fund	d)	
☐ Director or officer of the ir			l manager				r or investment f			
<u> </u>	ivostinont rana c	or invostment rane	manager	Ш	oyee or ur	1000001		ana manage	21	
✓ None of the above										
d) Compensation details										
Provide details of all compensation p Canadian dollars. Include cash commincidental to the distribution, such a	missions, securitie s clerical, printing	es-based compens g, legal or account	ation, gifts, di ing services. A	scounts or ot An issuer is no	her compei ot required	nsation. ' to ask f	Do not report p	yments for :	services	
allocation arrangements with the di	**		on-ındıvıdua	compensate	d by the iss	suer.				
Cash commissions paid	3(	00.00			Security	code 1	Security code 2	Security	code 3	
Value of all securities distributed as compensation <sup>4</sup>			Security c	odes						
· .	s of warrants, op	tions or other righ	nts							
Other compensation <sup>5</sup>		Descri	be							
Total compensation paid	30	00.00								
Check box if the persor	will or may rece	eive any deferred	compensatio	n (describe tl	ne terms b	elow)				
<sup>4</sup> Provide the aggregate value of all	securities distrib	huted as compone	eation evolue	lina ontions	warranto o	r other r	rights eversions	a to acquire		
additional securities of the issuer. In additional securities of the issuer. In additional securities of the issuer. In additional securities of the include deferred compensations.	Indicate the secu ional securities o	irity codes for all s								

a) Name of person com	pensated and regi	stration status						
Indicate whether the person co	mpensated is a regis	trant.	☐ No	$\checkmark$	Yes			
If the person compensated is a	n individual, provide	the name of the indiv	idual.					
Full legal name of indi	vidual							
		Family name		First given i	name	Seco	ndary given names	
If the person compensated is n	ot an individual, prov	vide the following info	rmation.					
Full legal name	of non-individual	Richardson GMP	Limited					
F	Firm NRD number	2 1 9	7	0	(if	applicable)		
Indicate whether the person co	mpensated facilitate	d the distribution thro	ugh a funding	g portal or a	n internet-bas	sed portal.	✓ No	Yes
b) Business contact info	rmation							
If a firm NRD number is not pr	ovided in Item 8 (a),	provide the business o	ontact inform	nation of the	person being	compensated.		
Street address								
Municipality				F	Province/Sta	nte		=
Country				Postal	code/Zip co	de		$\exists$
Email address				Telep	hone numb	er		=
c) Relationship to issuer	or investment fun	d manager						
Indicate the person's relationsh							nnected" in Part B(2,	) of
the Instructions and the meani	•		for the purpo:					
Connect with the issue	uer or investment fur	nd manager		Insider	of the issuer	(other than an	investment fund)	
Director or officer of	the investment fund	or investment fund m	anager	Employ	yee of the iss	uer or investme	ent fund manager	
✓ None of the above								
d) Compensation details	<b>S</b>							
Provide details of all compensa Canadian dollars. Include cash	•	•						
incidental to the distribution, su	ıch as clerical, printir	g, legal or accounting	services. An	issuer is not	required to as			
allocation arrangements with the			-individual co	ompensated	by the issuer.			
Cash commissions p	9,5	00.00			Security code	1 Security co	ode 2 Security code	3
Value of all securiti distributed as compensation			Security code	es				
·		 ptions or other rights						
Other compensation	on <sup>5</sup>	Describe						$\dashv$
Total compensation pa	aid 9,5	00.00						
Check box if the po	erson will or may rec	eive any deferred co	mpensation (	describe the	terms below	)		
								$\neg$
4 Dravida the access to	of all as sumitive states	Shutad as seemed	ion accel d'	- anti		av viakta a sast	achla ta'	
<sup>4</sup> Provide the aggregate value additional securities of the iss	uer. Indicate the sec	urity codes for all sec						
rights exercisable to acquire a 5Do not include deferred com		or the issuer.						

a) Name of person compens	sated and regis	stration status								
Indicate whether the person compe	nsated is a regist	rant.	☐ No	$\checkmark$	Yes					
If the person compensated is an inc	dividual, provide i	the name of the indi	vidual.							
Full legal name of individu	al									
		Family name	Fi	rst given n	ame		Seconda	ry given na	mes	
If the person compensated is not an individual, provide the following information.										
Full legal name of	non-individual	BMO Nesbitt Bu	rns Inc.							
Firm	NRD number	2 5 8	3 0			(if app	olicable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  Ves										
b) Business contact informa	tion									
If a firm NRD number is not provide	ed in Item 8 (a), ¡	provide the business	contact information	on of the	person b	eing cor	mpensated.			
Street address										
Municipality				Р	rovince	/State				
Country				Postal c	ode/Zip	code				
Email address				Telep	hone n	umber				
c) Relationship to issuer or i	nvestment fun	d manager							_	
Indicate the person's relationship w the Instructions and the meaning o								cted" in Po	art B(2) of	
Connect with the issuer of				•	_		her than an inv	estment fu	ınd)	
Director or officer of the i			manager $\Box$				or investment			
<u>_</u>	investment rana (			Linploy	CC OI III	0 100001	or investment	ana mane	igoi	
✓ None of the above										
d) Compensation details										
Provide details of all compensation Canadian dollars. Include cash com- incidental to the distribution, such a	missions, securiti s clerical, printin	es-based compensa g, legal or accountir	ion, gifts, discount ng services. An issu	ts or other er is not r	r comper required	nsation. to ask fo	Do not report p	ayments fo	or services	
allocation arrangements with the di			n-ındıvıdual comp	ensated t	by the iss	uer.				
Cash commissions paid	3	00.00			Security	code 1	Security code	2 Securi	ty code 3	
Value of all securities distributed as compensation <sup>4</sup>			Security codes							
•	s of warrants, op	otions or other rights	s							
Other compensation <sup>5</sup>		Describe								
Total compensation paid	3(	00.00								
Check box if the person	n will or may rec	eive any deferred c	ompensation (des	cribe the	terms be	elow)				
<sup>4</sup> Provide the aggregate value of al	l securities distri	huted as componed	tion evoluting or	ntione wo	rrante e	r other r	iahte evereisch	e to accum	iro	
additional securities of the issuer. rights exercisable to acquire addit 5Do not include deferred compens	Indicate the sectional securities of	urity codes for all se								

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 name of the individual.										
Full legal name of individual										
Family name First given name Secondary given names										
If the person compensated is not an individual, provide the following information.										
Full legal name of non-i	ndividual Infor Financial In	nc.								
Firm NRD	number 3 6 g	9 7 0	(if ap	plicable)						
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  Ves										
b) Business contact information										
If a firm NRD number is not provided in a	Item 8 (a), provide the business	contact information of	f the person being co	mpensated.						
Street address										
Municipality			Province/State							
Country		Pos	stal code/Zip code							
Email address		Т	elephone number							
c) Relationship to issuer or inves	tment fund manager									
Indicate the person's relationship with the Instructions and the meaning of "con					ed" in Part B(2) of					
Connect with the issuer or inve		· · · · <u></u>	sider of the issuer (o		ment fund)					
Director or officer of the investi		_	nployee of the issue							
_					a manager					
None of the above										
d) Compensation details										
Provide details of all compensation paid, Canadian dollars. Include cash commissic incidental to the distribution, such as clen allocation arrangements with the director	ons, securities-based compensat ical, printing, legal or accountin	tion, gifts, discounts or ng services. An issuer is	other compensation. not required to ask p	Do not report payı	ments for services					
Cash commissions paid	39,000.00	•	-	0	C					
Value of all securities			Security code 1	Security code 2	Security code 3					
distributed as compensation <sup>4</sup>		Security codes								
Describe terms of w	varrants, options or other rights	S								
Other compensation <sup>5</sup>	Describe	e								
Total compensation paid	39,000.00									
Check box if the person will	or may receive any deferred co	ompensation (describe	e the terms below)							
<sup>4</sup> Provide the aggregate value of all secu										
additional securities of the issuer. Indicarights exercisable to acquire additional solution not include deferred compensation.	securities of the issuer.	ecurities distributed as	compensation, <u>inclu</u>	<u>udıng</u> options, warr	ants or other					

#### 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 Canada<sup>6</sup> Provide name of reporting issuer Wholly owned subsidiary of a foreign public issuer<sup>6</sup> Provide name of foreign public issuer Issuer distributing only eligible foreign securities and the distribution is to permitted clients only states of the distribution is to permitted clients only states of the distribution is to permitted clients only states of the distribution is to permitted clients only states of the distribution is to permitted clients only states of the distribution is to permitted clients only states only states of the distribution is to permitted clients only states only If the issuer is at least one of the above, do not complete Item 9(a) - (c). Proceed to Item 10. <sup>6</sup>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. <sup>7</sup>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. ✓ 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 Province or country D 0 Ρ Ruby Jeff Ontario / Ontario Bennie **Dennis** Weintraub **United States** Michael Dodo Lara Ontario Richie David Ontario Bennie Rikki Ontario Peter Seider Ontario Promoter information b) 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. Residential Relationship to promoter jurisdiction of Secondary given (select one or both if applicable) individual Organization or company name Family name First given name names Province or D 0 country 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	Newtopia Inc.		
Full legal name	Ritchie	David	
	Family name	First given name	Secondary given names
Title	SVP, Finance		
Telephone number	4162231400207	Email address	dritchie@newtopia.com
Signature	David Ritchie	Date	2018 11 16
			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 individua	al certifying the report								
Full legal name	MacDonald	Cailey		Title	Securities Law Clerk				
	Family name	First given name	Secondary given names	•					
Name of company	Goodmans LLP								
Telephone number	4165975149	Em	ail address cmacdonald	d@goodm	nans.ca				

# 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.