Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8969726

ITEM 1 - REPORT TYPE									
✓ New report									
Amended report If amended, provide filing date of report that is being amended (YYYY-MM-DD)									
TEM 2 - PARTY CERTIFYING THE REPORT									
Indicate the party certifying the report (sele				estment fund, refer to secti	on 1.1 of National				
Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106. Investment fund issuer									
✓ Issuer (other than an inves	tment fund)								
Underwriter	anoni rana)								
	1								
ITEM 3 - ISSUER NAME AND OT									
Provide the following information about th			ut the fund.						
Full legal name	G-PAK Technology Inc								
Previous full legal name									
If the issuer's name changed in the	e last 12 months, provide most	recent previous leg	al name.						
Website	https://www.getgpak.co	om/	(if applicable	e)					
If the issuer has a legal entity identifier, pro	ovide below. Refer to Part B of t	he Instructions for	the definition (of "legal entity identifier".					
Legal entity identifier									
If two or more issuers distributed a single s	ecurity, provide the full legal no	ame(s) of the co-iss	uer(s) other th	an the issuer named above	?.				
Full legal name(s) of co-issuer(s)			(if applicable	e)					
ITEM A LINDEDWINTED INCOM	MATION								
ITEM 4 - UNDERWRITER INFORM									
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm	NRD number.		1				
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 informa	ition of the un	derwriter.	7				
Street address									
Municipality		Prov	/ince/State						
Country		Postal cod	e/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 3 1 1 9 2 0
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.
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 109-19353 22nd Ave Province/State British Columbia
Municipality Surrey Postal code/Zip code V3Z 3S6
Country Canada Telephone number 6047104104
e) Date of formation and financial year-end
Date of formation 2015 04 27 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
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)
Indicate whether one or bot	h of the following apply to the investment fund .
Invests primarily in	n other investment fund issuers
☐ Is a UCITs Fund¹	
¹ Undertaking for the Collec (EU) directives that allow c	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
c) Date of formation a	and financial year-end of the investment fund
Date of forma	tion Financial year-end MM DD 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 YT
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
	blicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the not a trading facility such as, for example, an automated trading system.
Exchange on an exchange and h	
-	AV) of the investment fund
	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 \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD

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

Distribution date(s)

✓ Canadian dollar

Euro Other (describe)

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.

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

Start date 2019 11 05 YYYY MM DD

US dollar

End date 2019 11 05 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			1,367,800.00	0.6500		899,070.00	

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			Underlying security code		Exercise price (Canadian \$)		Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)		
							Lowest	Highest			
	W	N	Т	Р	R	S	1.1000		2021-11-05		

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

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

Province or country	Exemption relied on	Number of unique ²⁸ purchasers	Total amount (Canadian \$)				
British Columbia	NI 45-106 2.3 [Accredited investor]	11	837,070.00				
Alberta	NI 45-106 2.3 [Accredited investor]	1	52,000.00				
	Total dollar amount of securities distributed						
	Total number of unique purchasers ^{2b}	12					

^{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. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

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

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

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

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

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

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

ITEM 8 - COMPENSATION	INFORMATION	١								
	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 compensat	tion was paid, or will	be paid, in connecti	on with the distribution	n.						
No ✓ Yes	If yes, indicate	e number of perso	ons compensated.		2					
a) Name of person comper	nsated and registr	ration status								
Indicate whether the person comp	ensated is a registra	ınt.	□ No 🔽	∕ Ye	s					
If the person compensated is an ir	ndividual, provide th	e name of the indivi	dual.							
Full legal name of individ	ual									
	Fa	amily name	First giver	n name			Secon	dary giv	ven names	
If the person compensated is not o	an individual, provid	e the following infor	mation.							
Full legal name of	f non-individual [Haywood Securitie	es Inc.							
Firn	n NRD number	1 6 3	0		(if	appli	icable)			
Indicate whether the person comp	L pensated facilitated t	he distribution throu	ıgh a funding portal or	an inte	ernet-ba	sed p	ortal.	✓	No [Yes
b) Business contact inform										
If a firm NRD number is not provi	ded in Item 8 (a), pro	ovide the business co	ontact information of th	he perso	on being	com	pensated.			
Street address										
Municipality				Provi	ince/Sta	ate				
Country			Posta	al code	e/Zip co	de				
Email address			Tele	ephon	e numb	er				
c) Relationship to issuer or	investment fund	manager								<u> </u>
Indicate the person's relationship the Instructions and the meaning							ning of "con	nected	d" in Part	B(2) of
Connect with the issuer	or investment fund	manager	Inside	er of th	ne issuer	r (oth	er than an ir	nvestn	nent fund))
Director or officer of the	investment fund or	investment fund ma	anager Empl	loyee c	of the iss	suer c	or investmer	nt fund	manage	
None of the above										
d) Compensation details										
Provide details of all compensation Canadian dollars. Include cash cor incidental to the distribution, such allocation arrangements with the d	nmissions, securities as clerical, printing,	-based compensation legal or accounting	n, gifts, discounts or oth services. An issuer is no	her con ot requi	npensati ired to a	on. D	o not report	t paym	ents for s	ervices
Cash commissions paid				Secu	urity code	1	Security cod	le 2	Security c	ode 3
Value of all securities distributed as compensation ⁴			Security codes	W	N	Т				
Describe terr	ms of warrants, opti	ons or other rights	78624 broker warra	ants e	xercisa	ble f	or a 2 yea	r perio	od	
Other compensation ⁵		Describe								
Total compensation paid										
Check box if the person	on will or may receive	ve any deferred con	npensation (describe th	he term	ns below	')				
⁴ Provide the aggregate value of a additional securities of the issuer										er
rights exercisable to acquire add							<u></u>			

⁵Do not include deferred compensation.

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-individual Canac	cord Genuity	y Corp.							
Firm NRD number 9	Firm NRD number 9 0 0 (if applicable)								
Indicate whether the person compensated facilitated the distr	ribution throu	gh a funding portal c	or an internet-based	portal. No Ye	es:				
b) Business contact information									
If a firm NRD number is not provided in Item 8 (a), provide the	he business co	ntact information of	the person being co	mpensated.					
Street address									
Municipality			Province/State		٦				
Country		Post	tal code/Zip code		٦				
Email address		Te	elephone number		آ				
c) Relationship to issuer or investment fund manage	ger								
Indicate the person's relationship with the issuer or investment the Instructions and the meaning of "control" in section 1.4 o					f				
Connect with the issuer or investment fund manage		· · · <u>—</u>		" ther than an investment fund)					
Director or officer of the investment fund or investr	ment fund ma	ınager	ployee of the issue	r or investment fund manager					
✓ None of the above		_							
d) Compensation details									
Provide details of all compensation paid, or to be paid, to the Canadian dollars. Include cash commissions, securities-based incidental to the distribution, such as clerical, printing, legal of allocation arrangements with the directors, officers or employ	compensation or accounting :	n, gifts, discounts or c services. An issuer is i	other compensation. not required to ask	Do not report payments for services					
Cash commissions paid			Security code 1	Security code 2 Security code 3					
Value of all securities distributed as compensation ⁴	S	Security codes	WNT						
Describe terms of warrants, options or	other rights	30,800 warrants	exercisable for a	2 year period	7				
Other compensation ⁵	Describe				ĺ				
Total compensation paid					_				
Check box if the person will or may receive any	deferred com	pensation (describe	the terms below)						
⁴ Provide the aggregate value of all securities distributed as additional securities of the issuer. Indicate the security code rights exercisable to acquire additional securities of the issue ⁵ Do not include deferred compensation.	es for all secu								

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMO	TERS OF THE ISS	SUER						
If the issuer is an investment fund	d, do not complete	Item 9. Procced to	Item 10.							
Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).										
Reporting issuer in any juris	sdiction of Canada									
Foreign public issuer										
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶										
Provide name of reporting issuer										
Wholly owned subsidiary of	a foreign public issu	uer ⁶						_		
Provide name o	f foreign public issue	er						7		
Issuer distributing only eligi	ble foreian securities	and the distributions	on is to permitted clie	ents only ⁷						
If the issuer is at least one of the	_			-						
⁶ An issuer is a wholly owned subsice securities that are required by law to respectively. ⁷ Check this box if it applies to the conclients. Refer to the definitions of "e	o be owned by its dii urrent distribution ev	rectors, are benefic ren if the issuer ma	ially owned by the re de previous distribut	eporting issuer or t ions of other types	the foreign	public is	suer,			
✓ If the issuer is none of the	above, check this b	box and complete	Item 9(a) - (c).							
a) Directors, executive officer	s and promoters of	of the issuer								
Provide the following information for territory; otherwise state the country.						tate the p	province	or		
Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or regidentail Relation		onship to issuer ct all that apply)				
				Province or	country	D	0	Р		
	Footz	Darren		British Columb	ia	✓	✓			
	Guglani	Ashvani		British Columb	ia	✓				
b) Promoter information										
If the promoter listed above is not an within Canada, state the province or										
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual Relationship to p						
				Province or country	D		C)		
c) Residential address of eac	h individual									
Complete Schedule 2 of this form	providing the full r	residential address	for each individua	l listed in Item 9	(a) and (b)	and att	ach to t	he		

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	G-Pak Technology Inc.							
Full legal name	Guglani Ashvani							
	Family name	First given name	•	Seconda	ıry given n	ames		
Title	Director							
Telephone number	6407104104	Email address	ash@get@	n@getgpak.com				
Signature	Ashvani Guglani	Date	2019	11	15			
			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	Hethey	Charles		Title	Attorney					
	Family name	First given name	Secondary given names	•						
Name of company	O'Neill Law LLP									
Telephone number	6046875792	Em	ail address cch@stocks	slaw.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.