# Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE									
New report Amended report If amended, provide filing date of report that is being amended (YYYY-MM-DD)									
ITEM 2 - PARTY CERTIFYING THE REPORT									
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.									
Investment fund issuer									
✓ Issuer (other than an investment fund)									
Item 3 - Issuer Name and Other Identifiers									
Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.									
Full legal name Great Bear Resources Ltd.									
Previous full legal name									
If the issuer's name changed in the last 12 months, provide most recent previous legal name.									
Website https://greatbearresources.ca/ (if applicable)									
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".									
Legal entity identifier									
Item 4 - Underwriter Information									
If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.									
Full legal name									
Firm NRD number (if applicable)									
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.									
Street address									
Municipality Province/State									
Country Postal code/Zip code									
Telephone number     Website     (if applicable)									

ITEM 5 - ISSUER INFORMATION						
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.						
a) Primary industry						
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to <b>Statistics Canada's NAICS industry search tool.</b>						
NAICS industry code 2 1 2 2 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.          If the issuer is in the <b>mining industry</b> , indicate the stage of operations.         If the issuer is in the <b>mining industry</b> , indicate the stage of operations.         If the issuer is in the category that best describes the issuer's stage of operations.         If the issuer is in the mining industry. Select the category that best describes the issuer's stage of operations.         If the issuer is in the mining industry.         If the issuer is						
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.           Image: Im						
b) Number of employees						
Number of employees:         ✓         0 - 49         50 - 99         100 - 499         500 or more						
c) SEDAR profile number						
Does the issuer have a SEDAR profile?						
No       Yes       If yes, provide SEDAR profile number       0       0       0       2       4       2       0       2						
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						
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.						
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 names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.						
Exchange name(s):						
h) Size of issuer's assets						
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.						
□ \$0 to under \$5M □ \$5M to under \$25M □ \$25M to under \$100M						
S100M to under \$500M S500M to under \$1B \$1B or over						

ITEM 6 - INVESTMENT	Fund Issuer Information					
If the issuer is an investi	ment fund, provide the following information.					
a) Investment fund ma	inager information					
Full legal name						
Firm NRD number	(if applicable)					
If the investment fund man	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 that	most accurately identifies the issuer (select only one) .					
Money market	Equity Fixed income					
Balanced	Alternative strategies Other (describe)					
Indicate whether one or both	of the following apply to the investment fund .					
Invests primarily in	other investment fund issuers					
Is a UCITs Fund <sup>1</sup>						
<sup>1</sup> Undertaking for the Collectiv directives that allow collective	re Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) e investment schemes to operate throughout the EU on a passport basis on authorization from one member state.					
	nd financial year-end of the investment fund					
Date of formati						
	YYYY MM DD MM DD					
d) Reporting issuer sta	atus of the investment fund					
	orting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes					
If yes, select the jurisdictions of All	of Canada in which the investment fund is a reporting issuer.           AB         BC         MB         NL         NT					
e) Public listing status	NU         ON         PE         QC         SK         YT           of the investment fund					
	CUSIP number, provide below (first 6 digits only)					
.,	CUSIP number					
If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for						
	for and received a listing, which excludes, for example, automated trading systems.					
Exchange name						
f) Net asset value (NA	V) 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	S5M to under \$25M \$25M to under \$100M					
\$100M to under \$500						
	YYYY MM DD					

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION							
If an issuer located outside of Can purchasers resident in that jurisdic should be disclosed in Item 8. The	tion of Canada only. Do not incl	lude in Ite	em 7 securitie	es issued a	as payment of o	commissions or fin	der's fees, which
a) Currency							
Select the currency or currencies in	n which the distribution was mad	de. All dol	llar amounts	provided	in the report m	ust be in Canadia	n dollars.
Canadian dollar	US dollar Euro	C	Other	(describe	e)		
b) Distribution date(s)							
State the distribution start and end as both the start and end dates.							
distribution period covered by th	e report.	_					1
Start	2018 09 11			End dat	2010	09 11	J
	YYYY MM DD				YYYY	MM DD	
c) Detailed purchaser infor	mation						
Complete Schedule 1 of this	form for each purchaser ar	nd attac	h the sche	dule to	the complete	ed report.	
d) Types of securities distr							
	on for all distributions that take p the security code. If providing the						
distributed. The information inc	luded in item 7d must reconcile t						
<u>Asked Questions.</u>						Canadian	\$
Security CUSIP number			Numbe	er of	Single or		
code (if applicable)	Description of security		secur		lowest price	Highest price	Total amount
	ach Unit consists of one		6,974	,518.00	0 1.450	0	10,073,913.31
	ommon share and one hal ne non-transferrable comr						
LI B S 300143 St	nare purchase warrant, ea	ach					
	hole warrant entitling the purchase one additional	noider					
	mmon share at \$1.75 pe						
	arrant share for 24 month	-					
e) Details of rights and cor If any rights (e.g. warrants, optic	vertible/exchangeable secu		price and exi	oirv date t	for each riaht. I	f anv convertible/e	exchanaeable securities
were distributed, provide the co							
Security Underlying code security code	Exercise price (Canadian \$)		ry date - MM-DD)	Conver ratio		scribe other items (if	applicable)
	Lowest Highest	(1111)	- 10100)	rau	o De.		applicable)
W N T C M S	1.7500	2020	)-09-11	1:1			
f) Summary of the distribut	ion by jurisdiction and exem	ption					
State the total dollar amount of purchaser resides and for each e							
distribution in a jurisdiction of C	anada, include distributions to p	urchasers	s resident in t	that jurisd	liction of Canad	la only.	
This table requires a separate lir purchaser resides, if a purchaser							
jurisdiction.	-					, , . <i>p</i>	
For jurisdictions within Canada,	state the province or territory, ot	therwise s	tate the cour	ntry.			
Province or country	Exemption	relied on			Number of purchasers	Total amou	unt (Canadian \$)
British Columbia NI 45-106 2.3 [Accredited investor] 37 2,					2,564,043.31		
Ontario	NI 45-106 2.3 [Accredit	ted inve	estor]		1	8	6,800,691.40
Alberta	NI 45-106 2.3 [Accredit	ted inve	estor]			2	45,009.45
Québec	NI 45-106 2.3 [Accredit	ted inve	estor]			2	35,300.00
Liechtenstein	Other					1	129,775.00
United States	Other					3	57,550.00
				I			

	Total number of unique purchasers <sup>2</sup>	79					
Total dollar amount of securities distributed         10,073,913.31							
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	11	216,343.20				
Belgium	Other	2	100,000.70				
United Kingdom Other 1 10,150.							
Netherlands	Other	1	100,050.00				
Virgin Islands, British	Other	1	15,000.25				

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

#### g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.<sup>3</sup> If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

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

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

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

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

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

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

Provide information for each person its defined in M45-100 is when the issuer directly provides or wall provide ony compensated.   Image: Ima	with the distribution. Complete additional copies of this page if more than one perion was, or will be, compensated.   Indicate whether any compensation was paid, and will be paid, in connection with the distribution.   Indicate whether any compensated and registration status   Indicate whether the person compensated is a registration status   Indicate whether any compensated is an individual, provide the name of the individual.   Full legal name of individual provide the name of the individual.   Full legal name of non-individual Sherbrooke Street Capital (SSC) Inc.   Firm NRD number   1 the person compensated facilitated the distribution through a funding portal or an intermet-based portal   No   O Business contact information   If of mn NRD number is not provided in them 8 (a), provide the business contact information of the person being compensated.   Street address   Municipality   Postal code/Zip code   Municipality   Province/State   Country   Postal code/Zip code   Email address   Telephone number   Indicate the person induction through a funding portal or an intermet based portal.   Indicate the person induction the person being compensated.   Street address   Municipality   Province/State   Country   Postal code/Zip code   Email address   Telephone number   Indicate the person induction the person identified in them 8(b) in connection with the distribution. Provide all annotes in the registration if the distribution in the state or investment fund manager	TEM 8 - COMPENSATION INFORMATION
No       Yes       If yes, indicate number of persons compensated.       7         a) Name of person compensated is a registrati.       No       Yes         Indicate whether the person compensated is a registrati.       No       Yes         If the person compensated is an individual, provide the name of the individual.       Full legal name of individual provide the name of the individual.         Full legal name of non-individual       Furth yeams       Secondary given name       Secondary given names         If the person compensated is not an individual, provide the following information.       Furth yeams       No       Yes         If the person compensated is not an individual, provide the following information.       Furth yeams       No       Yes         Descinese contact Information       Furth NED number       1       0       (if applicable)       No       Yes         Descinese contact Information       Furth NED number is not provided in them 8 (a), provide the business contact information of the person being compensated.       Street address	No       Yes       If yes, indicate number of persons compensated.       7         a) Name of person compensated is a registrant.       No       Yes         If the person compensated is or gistrant.       No       Yes         If the person compensated is on individual, provide the name of the individual.       Full legal name of individual provide the following information.         If the person compensated is on to individual, provide the following information.       Full legal name of individual is not on individual, provide the following information.         Full legal name of non-individual Sherbrooke Street Capital (SSC) Inc.       Firm NRD number in 1 8 1 4 0 (fapplicable)         Indicate whether the person compensated focilitates the distribution through a funding portol or an intermet-based portal.       No         Yes       Yes       No       Yes         If dem NRD number in a provided in item 8 (a), provide the basines cortact information of the person being compensated.       No       Yes         Street address       Telephone number       In 8 (a), provide the basines cortact information of the person being domoneted* in Port State       Country       Postal code/Zp code       In Portice 20 (fabrity with the issuer or investment fund manager       Indicate number in an investment fund manager       Indicate of the issuer or investment fund manager       Indicate of the issuer or investment fund manager       Indicate number in an investment fund manager       Indiger of the issuer or investment fund manager<	
a) Name of person compensated and registration status         Indicate whether the person compensated is a registrat.         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         Sherbrooke Street Capital (SSC) Inc.         Firm NRD number       1         If a 1       0         If a function whether the person compensated is not an individual, provide the bishibition through a funding partal or an internet-based partal.       No         If a function whether the person compensated ficilitized the distribution through a funding partal or an internet-based partal.       No         If a function whether the person compensated ficilitized the distribution through a funding partal or an internet-based partal.       No         If a function whether the person compensated ficilitized the distribution through a funding partal or an internet-based partal.       No         If a function whether the person compensated ficilitized the bisines contact information of the person being compensated.         Street address	a) Name of person compensated and registration status         indicate whether the person compensated is or gistrant.       No       Yes         if the person compensated is an individual provide the name of the individual.       Full legal name of individual provide the following information.         Full legal name of non-individual Shettrooke Street Capital (SSC) Inc.       Example campensated is not an individual provide the dollawing information.         Full legal name of non-individual Shettrooke Street Capital (SSC) Inc.       Firm NRD number       1       6       1       4       0       (if applicable)         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal       No       Yes         b) Business contact information       If afm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.         Street address	
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 forwation.         Full legal name of individual provide the following information.       Full legal name of non-individual Sherbrooke Street Capital (SSC) Inc.         Firm NRD number       1       6       1       4       0       (if applicable)         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes <b>b</b> Business contact information       If a firm NRD number is not provided in tem 8 (a), provide the business contact information of the person being compensated.       Street address         Municipality       Province/State	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       Furly 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       Sherbrooke Street Capital (SSC) Inc.       Firm NRD number       1       6       1       4       0       (if applicable)         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes <b>b</b> Business contact information       If a firm NRD number is not provided in them 8 (a), provide the business contact information of the person being compensated.         Street address	No     ✓ Yes     If yes, indicate number of persons compensated.     ✓
If the person compensated is an individual, provide the name of the individual.          Full legal name of individual	If the person compensated is an individual provide the name of the individual.          Full legal name of individual provide the following information.         If the person compensated is not an individual provide the following information.         Full legal name of non-individual Sherbrooke Street Capital (SSC) Inc.         Firm NRD number       1         If the person compensated is not an individual provide the following information.         Firm NRD number       1         If a firm NRD number in a for a formation of the person being compensated.         If a firm NRD number is not provided in them 8 (a), provide the business contact information of the person being compensated.         Street address	a) Name of person compensated and registration status
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       Sherbrooke Street Capital (SSC) Inc.       First given name         If the person compensated is not an individual, provide the following information.       First given name       (if applicable)         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes         D business contact information       If a firm NRD number is not provided in item 8 (a), provide the business contact information of the person being compensated.       Street address	Full legal name of individual       First given name       Secondary given names         If the person compensated is not an individual provide the following information:       Full legal name of non-individual       Sherbrooke Street Capital (SSC) Inc.         Full legal name of non-individual       Sherbrooke Street Capital (SSC) Inc.       First given name       Secondary given names         It the person compensated is not an individual       Sherbrooke Street Capital (SSC) Inc.       No       Yes         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal       No       Yes         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal       No       Yes         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal       No       Yes         Country       Postal code/Zip code       Province/State       Province	Indicate whether the person compensated is a registrant. No Ves
Femily 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       Sherbrooke Street Capital (SSC) Inc.         Firm NRD number       1       6       1       4       0       (if applicable)         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes <b>D Business contact information</b> If a firm NRD number is not provided in them 8 (a), provide the business contact information of the person being compensated.         Street address         Municipality       Province/State         Country       Postal code/Zip code         Email address       Telephone number         Connect with the issuer or investment fund manager       Insider of the insuer or investment fund         Indicate the person's relationship with the issuer or investment fund manager       Insider of the issuer or investment fund         Improve of the above       Insider of the issuer or investment fund manager       Insider of the issuer or investment fund manager         None of the above       Insider of the issuer or investment fund manager investment fund manager       Insider of the issuer or investment fund manager         None of the above       Insider of the issuer or investment fund manager <td< td=""><td>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       Sherbrooke Street Capital (SSC) Inc.         Firm NRD number       1       6       1       4       0       (if applicable)         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes         D Business contact information       If a firm NRD number is not provided in item 8 (a), provide the business contact information of the person being compensated.         Street address      </td><td>If the person compensated is an individual, provide the name of the individual.</td></td<>	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       Sherbrooke Street Capital (SSC) Inc.         Firm NRD number       1       6       1       4       0       (if applicable)         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes         D Business contact information       If a firm NRD number is not provided in item 8 (a), provide the business contact information of the person being compensated.         Street address	If the person compensated is an individual, provide the name of the individual.
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Full legal name of non-individual       Sherbrooke Street Capital (SSC) Inc.         Firm NRD number       1       6       1       4       0       (f applicable)         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes <b>b</b> Business contact information         If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.         Street address	Full legal name of non-individual       Sherbrooke Street Capital (SSC) Inc.         Firm NRD number       1       6       1       4       0       (if applicable)         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes         Dusiness contact information       If of tim NRD number is not provided in item 8 (a), provide the business contact information of the person being compensated.         Street address	Family name First given name Secondary given names
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Indicate whether the person compensated facilitated the distribution through a funding partal or an internet-based partal.       No       Yes         D       Business contact information         If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.       Street address         Municipality       Province/State	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes <b>b</b> Business contact information         If a firm NRD number is not provided in item 8 (a), provide the business contact information of the person being compensated.         Street address         Municipality       Province/State         Country       Postal code/Zip code         Email address       Telephone number         Country       Postal code/Zip code         Indicate the person's relationship to 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 "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(2) of the instructions and the meaning of "connected" in Part B(	Full legal name of non-individual Sherbrooke Street Capital (SSC) Inc.
b) Business contact information         If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.         Street address         Municipality         Country         Postal code/Zip code         Email address         Telephone number         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 8(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       Insider of the issuer or investment fund manager         Image:       Insider of the issuer or investment fund manager         Image:       Image:         Security code details       Employee of the issuer or investment fund manager         Image:       Image:         Canadian doltar. Include cash cormanisions, 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.	b)       Business contact information         If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.         Street address	Firm NRD number 1 6 1 4 0 (if applicable)
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated. Street address Municipality Province/State County Email address Municipality Prostal code/Zip code Email address County Encode 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 Endicate the person's relationship with the issuer or investment fund manager Connect with the issuer or investment fund manager Endicate the person's relationship with the distribution or investment fund manager Connect with the issuer or investment fund or investment fund manager Endicate the person's relationship with the distribution or investment fund manager Connect with the issuer or investment fund or investment fund manager Endicate the person 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 dolars. Include carbonic securities, officers or employees of a non-individual compensated by the issuer. Cash commissions paid 1,496.40 Security codes Security codes Security code 1 Security code 2 Security code 3 O T H H I I H I I H I I H I I I I I I I I I	If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.  Street address  Municipality  Country Postal code/Zip code Email address Telephone number  O 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  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 or investment fund manager  Connect with the issuer or investment fund or investment fund manager  Connect with the issuer or the investment fund or investment fund manager  Connect with 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 dallars. Include cash commissions, securities based compensation, gifts, discounts or other compensation. Do nar report payments for Cash commissions paid 1,496.40 Security codes Cash commissions paid 1,496.40 Cother compensation Part H 1,032 Broker Warrants exercisable at \$1.45 per Unit for 12 months from date of closing. Each Unit consists of one common share and one half of one common share purchase warrant exercisable at \$1.75 per common share for 24 months from date of closing. Cher compensation paid 1,496.40 Cher compensation Cher compensatio	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🛛 🗸 No 🗌 Yes
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Email address       Telephone number         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 "connect of" in section 1.4 of NI 45-106 for the purposes of completing this section. <ul> <li>Connect with the issuer or investment fund manager</li> <li>Insider of the issuer (other than an investment fund)</li> <li>Director or officer of the investment fund or investment fund manager</li> <li>Replayee of the issuer or investment fund manager</li> <li>None of the above</li> <li>Compensation details</li> <li>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 for Canadian addits. 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.</li> <li>Cash commissions paid</li> <li>1,496.40</li> <li>Security codes</li> <li>Security code 1</li> <li>O</li> <li>T</li> <li>H</li> <li>Internal allocation arrangements with the directors of other rights</li> <li>Compensation<sup>4</sup></li> <li>Describe terms of warrants, options or other rights</li> <li>Describe terms of warrants, options or other rights</li> <li>Describe terms of warrants, options or other rights</li> <li>Describe terms of user or tha detail of one common share for 24 months</li></ul>	Email address       Telephone number         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. <ul> <li>Connect with the issuer or investment fund manager</li> <li>Insider of the issuer (other than an investment fund)</li> <li>Director or officer of the investment fund or investment fund manager</li> <li>Replayee of the issuer or investment fund manager</li> <li>None of the above</li> </ul> <b>d) Compensation details</b> 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, gift, discourins or other compensation. Do not report payments for services inclication arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid 1,496.40 Security codes Security codes Security code 1 Security code 2 Security code 3 of the issue for a common share for 24 months from date of closing. Other compensation for 1,496.40 Describe terms of warrants, options or other rights Incluse the person will or may receive any deferred compensation (describe the terms below) Check box if the person will or may receive any deferred compensation (describe the terms below) Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire	Country Postal code/Zip code
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✓ 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 paid       1,496.40         Value of all securities distributed as compensation <sup>4</sup> Security codes         Describe terms of warrants, options or other rights       1,032 Broker Warrants exercisable at \$1.45 per Unit for 12 months from date of closing. Each Unit consists of one common share purchase warrant exercisable at \$1.75 per common share for 24 months from date of closing.         Other compensation <sup>5</sup> Describe         Total compensation paid       1,496.40	✓ 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 paid       1,496.40         Value of all securities distributed as compensation of warrants, options or other rights       Security codes         Describe terms of warrants, options or other rights       1,032 Broker Warrants exercisable at \$1.45 per Unit for 12 months from date of closing. Each Unit consists of one common share and one half of one common share purchase warrant exercisable at \$1.75 per common share for 24 months from date of closing.         Other compensation paid       1,496.40         Describe       Describe	Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)
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 paid       1,496.40         Value of all securities distributed as compensation <sup>4</sup> Security codes         Describe terms of warrants, options or other rights       1,032 Broker Warrants exercisable at \$1.45 per Unit for 12 months from date of closing. Each Unit consists of one common share purchase warrant exercisable at \$1.75 per common share for 24 months from date of closing.         Other compensation paid       1,496.40	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 paid       1,496.40         Value of all securities distributed as compensation <sup>4</sup> Security codes         Describe terms of warrants, options or other rights       1,032 Broker Warrants exercisable at \$1.45 per Unit for 12 months from date of closing. Each Unit consists of one common share and one half of one common share purchase warrant exercisable at \$1.75 per common share for 24 months from date of closing.         Other compensation paid       1,496.40         Describe       Describe	Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager
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 paid       1,496.40         Value of all securities distributed as compensation <sup>4</sup> Security codes         Describe terms of warrants, options or other rights       1,032 Broker Warrants exercisable at \$1.45 per Unit for 12 months from date of closing. Each Unit consists of one common share purchase warrant exercisable at \$1.75 per common share for 24 months from date of closing.         Other compensation <sup>5</sup> Describe         Total compensation paid       1,496.40	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 paid <ol> <li>1,496.40</li> <li>Security codes</li> <li>Security code 1</li> <li>Security code 2</li> <li>Security code 3</li> <li>T</li> <li>H</li> </ol> <li>Describe terms of warrants, options or other rights <ol> <li>a compensation for the person will or may receive any deferred compensation (describe the terms below)</li> </ol> </li>	None of the above
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 paid       1,496.40         Value of all securities distributed as compensation <sup>4</sup> Security codes         Describe terms of warrants, options or other rights       1,032 Broker Warrants exercisable at \$1.45 per Unit for 12 months from date of closing. Each Unit consists of one common share and one half of one common share for 24 months from date of closing.         Other compensation <sup>5</sup> Describe         Total compensation paid       1,496.40	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 paid 1,496.40 Value of all securities distributed as compensation of the rights exercisable to acquire the directors of warrants, options or other rights  Describe terms of warrants, options or other rights  Other compensation <sup>5</sup> Describe  Total compensation paid 1,496.40 Check box if the person will or may receive any deferred compensation (describe the terms below) <sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding options, warrants or other rights exercisable to acquire</u>	d) Compensation details
Value of all securities distributed as compensation <sup>4</sup> Security codes       Security code 1       Security code 2       Security code 3         Describe terms of warrants, options or other rights       Indicate the security code 3       Indicate the security code 3       Indicate the security code 3         O       T       H       Indicate the security code 3       Indicate the security code 3         Describe terms of warrants, options or other rights       Indicate the security code 3       Indicate the security code 3         O       T       H       Indicate the security code 3       Indicate the security code 3         O       T       H       Indicate the security code 3       Indicate the security code 3         Describe terms of warrants, options or other rights       Indicate the security code 3       Indicate the security code 3         O       T       H       Indicate the security code 3       Indicate the security code 3         Obscribe terms of warrants, options or other rights       Indicate the security code 3       Indicate the security code 3         Other compensation <sup>5</sup> Describe       Indicate the security code 3       Indicate the security code 3         Other compensation paid       Indicate the security code 3       Indicate the security code 3       Indicate the security code 3         Total compensation paid       Indicate the security code 3	Value of all securities distributed as compensation <sup>4</sup> Security code 1       Security code 2       Security code 3         Describe terms of warrants, options or other rights       1,032 Broker Warrants exercisable at \$1.45 per Unit for 12 months from date of closing. Each Unit consists of one common share and one half of one common share purchase warrant exercisable at \$1.75 per common share for 24 months from date of closing.         Other compensation <sup>5</sup> Describe         Total compensation paid       1,496.40	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
Value of all securities distributed as compensation <sup>4</sup> 0       T       H       Image: Compensation and the second seco	Value of all securities distributed as compensation <sup>4</sup> <ul> <li>O</li> <li>T</li> <li>H</li> <li>Describe terms of warrants, options or other rights</li> <li>Describe terms of warrants, options or other rights</li> <li>1,032 Broker Warrants exercisable at \$1.45 per Unit for 12 months from date of closing. Each Unit consists of one common share and one half of one common share purchase warrant exercisable at \$1.75 per common share for 24 months from date of closing.</li> </ul> <li>Other compensation<sup>5</sup></li> <li>Describe</li> <li>Describe</li> <li>Total compensation paid</li> <li>1,496.40</li> <li>Check box if the person will or may receive any deferred compensation (describe the terms below)</li> <li><sup>4</sup>Provide the aggregate value of all securities distributed as compensation, <u>excluding options, warrants or other rights exercisable to acquire</u></li>	Cash commissions paid 1,496.40 Security codes Security code 1 Security code 2 Security code 3
Note block Warrants exclosions and the first per officient 22 months from date of closing. Each Unit consists of one common share and one half of one common share purchase warrant exercisable at \$1.75 per common share for 24 months from date of closing.         Other compensation <sup>5</sup> Describe         Total compensation paid       1,496.40	1,002 block Warrants excluding options, warrants or other rights exercisable to acquire	Value of all securities distributed as
Total compensation paid     1,496.40	Total compensation paid       1,496.40         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	months from date of closing. Each Unit consists of one common share and one half of one common share purchase warrant exercisable at \$1.75 per common share for 24 months from date
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Check box if the person will or may receive any deferred compensation (describe the terms below) <sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding options</u> , warrants or other rights exercisable to acquire	Other compensation <sup>5</sup> Describe
Check box if the person will or may receive any deferred compensation (describe the terms below)	<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire	Total compensation paid 1,496.40
	<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> 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	Check box if the person will or may receive any deferred compensation (describe the terms below)
	<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> 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	

<sup>5</sup>Do not include deferred compensation.

a) Name of person comp	ensated and regis	stration status						
Indicate whether the persor	n compensated is a r	egistrant.	No No	✓ Yes				
If the person compensated is a	If the person compensated is an individual, provide the name of the individual.							
Full legal name of indiv	Full legal name of individual							
	Far	nily name	First given nar	ne	Secondary given names	3		
If the person compensated is	not an individual, p	rovide the following ir	nformation.					
Full legal name	of non-individual	Canaccord Genuit	ty Corp.					
	rm NRD number	9 0 0		(i	f applicable)			
Indicate whether the person	compensated facilite	ted the distribution th	nrough a funding port	al or an interne	t-based portal. 🗸	] No □ Yes		
b) Business contact infor	·							
If a firm NRD number is not p	provided in Item 8 (a)	, provide the business	contact information of	of the person be	ing compensated.			
Street address								
Municipality				Province/S <sup>1</sup>	tate			
Country			] Post	al code/Zip c	ode			
Email address			1	lephone num				
c) Relationship to issuer	or investment fun	d manager		·				
Indicate the person's relations			nager (select all that a	apply). Refer to	the meaning of "conne	cted" in Part		
B(2) of the Instructions and th	e meaning of "contr	ol" in section 1.4 of NI	45-106 for the purpo	ses of completi	ng this section.			
Connect with the issu	er or investment fun	d manager	Insi	der of the issue	er (other than an inves	tment fund)		
Director or officer of the	ne investment fund o	or investment fund ma	anager 🗌 Em	ployee of the is	suer or investment fur	nd manager		
None of the above								
d) Compensation details								
Provide details of all compens Canadian dollars. Include cash services incidental to the distri on, internal allocation arrange	n commissions, secur bution, such as clerie	ities-based compensati cal, printing, legal or a	tion, gifts, discounts of accounting services. Ar	r other compen n issuer is not re	sation. Do not report p equired to ask for detai	ayments for		
Cash commissions pa	id 57,7	29.43	Security codes	Security cod	le 1 Security code 2	Security code 3		
Value of all securitie			,	W N	т			
distributed a compensatio								
Describe terms of warrants, options or other rights 39,813 Broker Warrants exercisable at \$1.45 per Unit for 12 months from date of closing. Each Unit consists of one common share and one half of one common share purchase warrant exercisable at \$1.75 per common share for 24 months from date of closing								
Other compensation	n <sup>5</sup>	Describe						
Total compensation pa	id 57,72	29.43						
Check box if the pe	rson will or may rec	eive any deferred con	npensation (describe	the terms below	w)			
<sup>4</sup> Provide the aggregate value								
additional securities of the is	suer. Indicate the se	ecurity codes for all se	ecurities distributed as	s compensatior	n, <u>including</u> options, w	arrants or other		

a) Name of person com	pensated and registration status							
Indicate whether the perso	on compensated is a registrant.	No .	🖉 Yes					
If the person compensated is	If the person compensated is an individual, provide the name of the individual.							
Full legal name of individual								
	Family name	First given nam	e Secondar	y given names				
If the person compensated	is not an individual, provide the following	information.						
Full legal name	e of non-individual PI Financial Corp	).						
	Firm NRD number 5 2 9		(if applicab	(م				
•	n compensated facilitated the distribution t	hrough a funding porta	l or an internet-based po	ortal. 🖌 No 🗌 Yes				
b) Business contact info	provided in Item 8 (a), provide the busines	s contact information of	f the person being comp	ansatad				
Street address	provided in item 8 (d), provide the busines							
		-						
Municipality			Province/State					
Country		Posta	al code/Zip code					
Email address		Tel	ephone number					
c) Relationship to issue	r or investment fund manager							
	nship with the issuer or investment fund me							
	he meaning of "control" in section 1.4 of N							
	uer or investment fund manager			nan an investment fund)				
	the investment fund or investment fund m	hanager Emp	loyee of the issuer or in	vestment fund manager				
✓ None of the above								
d) Compensation details	3							
Canadian dollars. Include cas services incidental to the distri	sation paid, or to be paid, to the person ide sh commissions, securities-based compense ribution, such as clerical, printing, legal or gements with the directors, officers or empl	ation, gifts, discounts or accounting services. An	other compensation. Do issuer is not required to	not report payments for ask for details about, or report				
Cash commissions p	aid 2,999.85	Socurity opdop	Security code 1 Security	curity code 2 Security code 3				
Value of all securiti	es	Security codes	W N T					
distributed compensatio								
	terms of warrants, options or other rights	2.068 Broker Warr	ants exercisable at \$	1.45 per Unit for 12				
		months from date share and one half	of closing. Each Unit f of one common sha	consists of one common				
Other compensation	on⁵ Describe							
Total compensation pa	aid 2,999.85							
Check box if the pe	erson will or may receive any deferred co	mpensation (describe tl	he terms below)					
<sup>4</sup> Provide the aggregate valu	e of all securities distributed as compens	ation, <u>excluding</u> options	s, warrants or other righ	ts exercisable to acquire				
	ssuer. Indicate the security codes for all s							

a) Name of person com	pensated and regi	stration status						
Indicate whether the perso	Indicate whether the person compensated is a registrant. No Yes							
If the person compensated is	an individual, provia	le the name of the ind	ividual.					
Full legal name of indiv	vidual							
	Far	mily name	First given na	ame S	econdary given names	3		
If the person compensated i	is not an individual, p	provide the following in	nformation.					
Full legal name	of non-individual	Haywood Securiti	es Inc.					
F	irm NRD number	1 6 3	0	(if a	pplicable)			
Indicate whether the person	compensated facilite	ated the distribution th	nrough a funding por	tal or an internet-b	ased portal. 🗸	🛾 No 🔲 Yes		
b) Business contact info	rmation							
If a firm NRD number is not	provided in Item 8 (a,	), provide the business	contact information	of the person being	g compensated.			
Street address								
Municipality			]	Province/Stat	e			
Country			] Pos	stal code/Zip cod	e [			
Email address			1	elephone numbe				
	or invostmont fun	d manager						
c) Relationship to issuer Indicate the person's relation			nager (select all that	apply). Refer to the	e meanina of "conne	cted" in Part		
B(2) of the Instructions and t								
Connect with the issu	uer or investment fur	nd manager	lns	sider of the issuer (	other than an inves	tment fund)		
Director or officer of	the investment fund	or investment fund ma	anager 🗌 En	nployee of the issu	er or investment fur	nd manager		
✓ None of the above								
d) Compensation details	3							
Provide details of all compen: Canadian dollars. Include cas services incidental to the disti on, internal allocation arrang	h commissions, secur ribution, such as cleri	rities-based compensa cal, printing, legal or c	tion, gifts, discounts o accounting services. A	or other compensat In issuer is not requ	ion. Do not report po ired to ask for detai	ayments for		
Cash commissions pa	aid 44,0	63.41	Security codes	Security code 1	Security code 2	Security code 3		
Value of all securitie			2	W N T				
distributed a compensation								
Describe terms of warrants, options or other rights 30,388 Broker Warrants exercisable at \$1.45 per Unit for 12 months from date of closing. Each Unit consists of one common share and one half of one common share purchase warrant exercisable at \$1.75 per common share for 24 months from date of closing								
Other compensation	on <sup>5</sup>	Describe						
Total compensation pa	aid 44,0	63.41						
Check box if the pe	erson will or may rec	eive any deferred con	npensation (describe	e the terms below)				
<sup>4</sup> Provide the aggregate valu	e of all securities dis	tributed as compensa	ation, <u>excluding</u> optic	ons, warrants or oth	ner rights exercisabl	le to acquire		
additional securities of the is	ssuer. Indicate the se	ecurity codes for all se	ecurities distributed a	as compensation, <u>i</u>	<u>ncluding</u> options, wa	arrants or other		

a) Name of person com	pensated and regi	stration status						
Indicate whether the perso	Indicate whether the person compensated is a registrant. No Ves							
If the person compensated is	an individual, provid	le the name of the ind	ividual.					
Full legal name of indiv	Full legal name of individual							
	Fai	mily name	First given nan	ne Se	condary given names			
If the person compensated i	is not an individual, p	provide the following in	nformation.					
Full legal name	of non-individual	Leede Jones Gab	le Inc.					
F	Firm NRD number	5 7 7	0	(if ap	plicable)			
Indicate whether the person	compensated facilit	ated the distribution th	nrough a funding porte	al or an internet-bo	nsed portal. 🗸	] No 🗌 Yes		
b) Business contact info	rmation							
If a firm NRD number is not	provided in Item 8 (a	), provide the business	contact information o	f the person being	compensated.			
Street address								
Municipality			]	Province/State	9			
Country			] Posta	al code/Zip code	e [			
Email address			1	lephone numbe				
	or invostmont fun	d managor	_					
c) Relationship to issuer Indicate the person's relation			naaer (select all that a	pplv). Refer to the	meanina of "conne	cted" in Part		
B(2) of the Instructions and t								
Connect with the issu	uer or investment fur	nd manager		der of the issuer (o	other than an inves	tment fund)		
Director or officer of	the investment fund	or investment fund ma	anager 🗌 Emp	bloyee of the issue	er or investment fur	nd manager		
✓ None of the above								
d) Compensation details	3							
Provide details of all compen: Canadian dollars. Include cas services incidental to the disti on, internal allocation arrang	h commissions, secur ribution, such as cleri	rities-based compensa cal, printing, legal or c	tion, gifts, discounts or accounting services. An	other compensati	on. Do not report pe red to ask for detai	ayments for		
Cash commissions pa	aid 14,5	05.53	Security codes	Security code 1	Security code 2	Security code 3		
Value of all securitie			,	W N T				
distributed a compensation								
Describe terms of warrants, options or other rights 10,003 Broker Warrants exercisable at \$1.45 per Unit for 12 months from date of closing. Each Unit consists of one common share and one half of one common share purchase warrant exercisable at \$1.75 per common share for 24 months from date of closing								
Other compensation	on <sup>5</sup>	Describe						
Total compensation pa	aid 14,5	05.53						
Check box if the pe	erson will or may rec	eive any deferred con	npensation (describe	the terms below)				
<sup>4</sup> Provide the aggregate valu								
additional securities of the is	ssuer. Indicate the se	ecurity codes for all se	ecurities distributed as	compensation, <u>in</u>	<u>cluding</u> options, wa	arrants or other		

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
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       Pollitt & Co. Inc         Firm NRD number       2       7       6       0       (if applicable)         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       Image: No       Yes <b>b</b> Business contact information       Image: No       Yes       Yes         If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.       Street address       Image: No       Yes         Municipality       Province/State       Province/State       Image: No       Yes         country       Postal code/Zip code       Image: No       Yes         B2/of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.       In Part B2/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 or investment fund manager       Image: Imag
If the person compensated is not an individual, provide the following information.   Full legal name of non-individual Pollitt & Co. Inc   Firm NRD number 2   7 6   0
Full legal name of non-individual       Pollitt & Co. Inc         Firm NRD number       2       7       6       0       (if applicable)         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes <b>b</b> Business contact information       If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.       Street address         Municipality       Province/State
Firm NRD number 2 7 6 0 (if applicable)   Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Internet or the person being compensated.    b) Business contact information   If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.    Street address   Municipality   Country   Country   Postal code/Zip code   Email address   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   Indicate or officer of the investment fund manager   Insider of the issuer or investment fund manager   Insider of the issuer or investment fund manager   Insider of the issuer or investment fund or investment fund manager   Insider of the issuer or investment fund or investment fund manager
Firm NRD number 2 7 6 0 (if applicable)   Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Indicate the person being compensated.   If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.  Street address Municipality Country Province/State Province/State Country Postal code/Zip code Email address Telephone number 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 Indicate or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager None of the above
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes          b) Business contact information         If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.         Street address         Municipality         Province/State         Country         Email address         Indicate the person's 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 or investment fund manager         Director or officer of the investment fund or investment fund manager       Employee of the issuer or investment fund manager         Insider of the above       Employee of the issuer or investment fund manager
b) Business contact information         If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.         Street address         Municipality         Country         Postal code/Zip code         Email address         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 or investment fund manager         Insider of the issuer or investment fund manager         Ensuing the issuer or investment fund manager         Insider of the above
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.         Street address         Municipality         Province/State         Country         Postal code/Zip code         Email address         Telephone number         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         Connect with the issuer or investment fund manager         Insider of the issuer (other than an investment fund manager         Insider of the issuer or investment fund manager         Image: Insider of the issuer or investment fund manager         Image: Insider of the issuer or investment fund manager         Image: Insider of the issuer or investment fund manager         Image: Insider of the issuer or investment fund manager         Image: Insider of the issuer or investment fund manager         Image: Insider of the issuer or investment fund manager      <
Street address
Municipality       Province/State         Country       Postal code/Zip code         Email address       Telephone number         Connect 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       None of the above       Employee of the issuer or investment fund manager
Country Postal code/Zip code   Email address Telephone number <b>C Relationship to issuer or investment fund manager</b> 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 Indicate of the issuer or investment fund manager Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager None of the above
Email address       Telephone number         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. <ul> <li>Connect with the issuer or investment fund manager</li> <li>Insider of the issuer (other than an investment fund)</li> <li>Director or officer of the investment fund or investment fund manager</li> <li>Employee of the issuer or investment fund manager</li> <li>None of the above</li> </ul>
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
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             Director or officer of the investment fund or investment fund manager             Mone of the above
<ul> <li>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.</li> <li>Connect with the issuer or investment fund manager</li> <li>Director or officer of the investment fund or investment fund manager</li> <li>Mone of the above</li> </ul>
<ul> <li>Connect with the issuer or investment fund manager</li> <li>Director or officer of the investment fund or investment fund manager</li> <li>None of the above</li> </ul>
<ul> <li>Director or officer of the investment fund or investment fund manager</li> <li>Mone of the above</li> </ul>
✓     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 paid       45,066.00       Security codes       Security code 1       Security code 2       Security code 3
Value of all securities distributed as
compensation <sup>4</sup>
Describe terms of warrants, options or other rights 81,080 Broker Warrants exercisable at \$1.45 per Unit for 12
months from date of closing. Each Unit consists of one common share and one half of one common share purchase warrant
exercisable at \$1.75 per common share for 24 months from date
of closing
Other compensation <sup>5</sup> Describe
Total compensation paid     45,066.00
Check box if the person will or may receive any deferred compensation (describe the terms below)
<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other

a) Name of person com	pensated and registration status			
Indicate whether the perso	on compensated is a registrant.	No [	✓ Yes	
If the person compensated is	an individual, provide the name of the in	ndividual.		
Full legal name of indiv	vidual			
	Family name	First given nan	ne Seco	ndary given names
If the person compensated	is not an individual, provide the following	information.		
Full legal name	e of non-individual IBK Capital Cor	).		
		9 0 0	(if appl	icable)
•	n compensated facilitated the distribution	through a funding porte	al or an internet-base	d portal. ✓ No  Yes
b) Business contact info	provided in Item 8 (a), provide the busine	es contact information o	of the person being co	mnonsatad
Street address	provided in item 8 (d), provide the busine		in the person being co	
		_		
Municipality			Province/State	
Country		Post	al code/Zip code	
Email address		 Te	lephone number	
c) Relationship to issue	r or investment fund manager			
	nship with the issuer or investment fund r			
	he meaning of "control" in section 1.4 of			
	uer or investment fund manager			er than an investment fund)
	the investment fund or investment fund	manager Emp	ployee of the issuer of	or investment fund manager
✓ None of the above				
d) Compensation details	8			
Canadian dollars. Include cas services incidental to the distri	sation paid, or to be paid, to the person is sh commissions, securities-based compen ribution, such as clerical, printing, legal o	sation, gifts, discounts or r accounting services. An	r other compensation. n issuer is not required	Do not report payments for I to ask for details about, or report
on, internal allocation arrang	gements with the directors, officers or emp	oloyees of a non-individu	ial compensated by t	he issuer.
Cash commissions p	aid 360,000.00	Security codes	Security code 1	Security code 2 Security code 3
Value of all securiti		,	W N T	
distributed compensatio				
Describe	terms of warrants, options or other right	months from date share and one ha	of closing. Each L	le at \$1.45 per Unit for 12 Jnit consists of one common share purchase warrant hare for 24 months from date
Other compensation	on <sup>5</sup> Describ	Э		
Total compensation pa	aid			
Check box if the pe	erson will or may receive any deferred c	ompensation (describe	the terms below)	
<sup>4</sup> Provide the aggregate valu	e of all securities distributed as comper	sation, <u>excluding</u> option	s, warrants or other	rights exercisable to acquire
	ssuer. Indicate the security codes for all			

ITEM 9 - DIRECTC	RS, EXECUTI	VE OFFICERS A	ND PROMO	TERS OF THE I	SSUER				
If the issuer is an in	vestment fund,	do not complete Ite	em 9. Procced to	o Item 10.					
Indicate whether the	issuer is any of th	e following (select a	ll that apply).						
Reporting issu	Reporting issuer in any jurisdiction of Canada								
Foreign public	issuer								
Wholly owned	subsidiary of a	reporting issuer in a	iny jurisdiction of	f Canada <sup>6</sup>					
	Provide name	of reporting issuer							
Wholly owned	subsidiary of a	oreign public issue	r <sup>6</sup>						
Pro	ovide name of fo	reign public issuer	uer						
Issuer distribu	ting eligible forei	gn securities only to	o permitted clien	ts <sup>7</sup>					
If the issuer is at lea	ist one of the al	oove, do not compl	ete Item 9(a) –	(c). Proceed to Ite	<i>m 10</i> .				
<sup>6</sup> An issuer is a wholly securities that are req <sup>7</sup> Check this box if it ap clients. Refer to the de	uired by law to b plies to the curre finitions of "eligi	e owned by its direc ent distribution even	ctors, are benefic of the issuer ma and "permitted	cially owned by the de previous distrib client" in Part B(1)	reporting issuer utions of other ty	or the foreig pes of secu	n publ	ic issue	er, respectively.
a) Directors, exe	cutive officers a	and promoters of	the issuer						
Provide the following territory; otherwise s							da, stai	te the p	province or
Organization or	company name	Family name	First given name	Secondary give names	Business location of non-individual or residentail jurisdiction of individual		that		
					Province or country D O P		Р		
b) Promoter infor	mation								
If the promoter listed within Canada, state	l above is not an		-				-		
Organization or	company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual	Relatio (select one			
					Province or country	D		C	)
c) Residential ad	dress of each i	ndividual							
Complete Schedule	? of this form pr	oviding the full re	sidential addre	ss for each individ	lual listed in Ite	m 9(a) and	(b) an	d attac	:h 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 or director 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 not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details 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.

### IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Ben	McNeil	
	Family name	First given name	Secondary given names
Title	Assistant Corporate Secretary		
Name of issuer/underwriter/ investment fund manager	Great Bear Resources Ltd.		
Telephone number	7783275799	Email address bmcnei	l@corexmanagement.com
Signature	"Ben McNeil"	Date 2018	3 09 19
		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
 Dare
 Jeff

 Family name
 First given name
 Secondary given names

 Name of company
 Great Bear Resources Ltd.

 Telephone number
 7783275799

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.