# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8914123

ITEM 1 - REPORT TYPE						
✓ New report						
☐ Amended report If amended, provide fili	iling 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 gui Instrument 81-106 Investment Fund Continuous Disclosure and	uidance regarding whether an issuer is an investment fund, refer to section 1.1 of National					
☐ Investment fund issuer	ia the companion poacy to 141 01-100.					
✓ Issuer (other than an investment fund)						
Underwriter						
ITEM 3 - ISSUER NAME AND OTHER IDENTIFIER						
Provide the following information about the issuer, or if the issu	· · ·					
Previous full legal name						
If the issuer's name changed in the last 12 months, pro	rovide most recent previous legal name.					
Website	(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						
If two or more issuers distributed a single security, provide the f	e full legal name(s) of the co-issuer(s) other than the issuer named above.					
Full legal name(s) of co-issuer(s)	(if applicable)					
ITEM 4 - UNDERWRITER INFORMATION						
If an underwriter is completing the report, provide the underwri	riter's full legal name and firm NRD number.					
Full legal name						
Firm NRD number	ber (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 Province/State					
Country	Postal code/Zip code					
Telephone number	Website (if applicable)					

ITEM 5 - ISSUER INFORMATION
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.
NAICS industry code 5 1 9 1 9 0
If the issuer is in the <b>mining industry</b> , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.
Exploration Development Production
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.
☐ Mortgages ☐ Real estate ☐ Commercial/business debt ☐ Consumer debt ☐ Private companies
☐ Cryptoassets
b) Number of employees
Number of employees: ✓ 0 - 49
c) SEDAR profile number
Does the issuer have a SEDAR profile?
✓ No ☐ Yes If yes, provide SEDAR profile number ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐
If the issuer does not have SEDAR profile complete item 5(d) - (h).
d) Head office address
Street address 25th Floor, 700 West Georgia Street Province/State British Columbia
Municipality Vancouver Postal code/Zip code V7Y 1B3
Country Canada Telephone number 97254754676
e) Date of formation and financial year-end
Date of formation 2019 01 24 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	
<sup>1</sup> 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	s5M to under \$25M s25M 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

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.

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

✓ Canadian dollar US dollar Euro Other (describe)

## b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

End date 2019 08 28

#### c) Detailed purchaser information

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

#### d) Types of securities distributed

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

_					Canadian \$			
	Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount	
	S U B			8,385,990.00	1.0000		8,385,990.00	
	СМЅ			880,000.00	1.0000		880,000.00	

## e) Details of rights and convertible/exchangeable securities

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

Convertible / exchangeable security code	Underlying Exercise price (Canadian \$)			Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)	
			Lowest	Highest			
			_				

## f) Summary of the distribution by jurisdiction and exemption

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

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

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

Province or country	Exemption relied on	Number of unique <sup>2<u>a</u></sup> purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	25	4,459,000.00
British Columbia	NI 45-106 2.3 [Accredited investor]	36	1,013,000.00
Manitoba	NI 45-106 2.3 [Accredited investor]	5	165,000.00
Alberta	NI 45-106 2.3 [Accredited investor]	5	195,000.00
Singapore	NI 45-106 2.3 [Accredited investor]	2	110,000.00
Thailand	NI 45-106 2.3 [Accredited investor]	1	50,000.00
Hong Kong	NI 45-106 2.3 [Accredited investor]	2	25,000.00
United Kingdom	NI 45-106 2.3 [Accredited investor]	4	558,000.00

Total number of unique purchasers <sup>2b</sup> 87			
	Total dollar amount of se	curities distributed	9,265,990.00
Bermuda	NI 45-106 2.3 [Accredited investor]	1	130,000.00
Taiwan, Province Of China	NI 45-106 2.3 [Accredited investor]	1	20,000.00
China	NI 45-106 2.3 [Accredited investor]	1	300,000.00
Malta	NI 45-106 2.3 [Accredited investor]	1	1,300,000.00
United States	NI 45-106 2.3 [Accredited investor]	2	880,990.00
Germany	NI 45-106 2.3 [Accredited investor]	1	60,000.00

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

# g) Net proceeds to the investment fund by jurisdiction

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

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

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

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

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

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

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

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

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution.  Complete additional copies of this page if more than one person was, or will be, compensated.  Indicate whether any compensation was paid, or will be paid, in connection with the distribution.  No Yes If yes, indicate number of persons compensated.	ITEM 8 - COMPENSATION INFORMATION
No. 7 Ver. More indicate number of newscated	
No ✓ Yes If yes, indicate number of persons compensated.	Indicate whether any compensation was paid, or will be paid, in connection with the distribution.
	No ✓ Yes If yes, indicate number of persons compensated. 9

a) Name of person comp	ensated and regis	stration status							
Indicate whether the person con	npensated is a regist	rant.	[	✓ No			Yes		
If the person compensated is an	individual, provide	the name of the	individu	ıal.					
Full legal name of indiv	idual								
		Family name		•	First	given n	ame	•	Secondary given names
If the person compensated is no	•	·							
Full legal name	of non-individual	Haywood Se	curities	s Inc.					
Fi	irm NRD number	1 6	3	0				(if appl	icable)
Indicate whether the person con	mpensated facilitated	the distribution	n throug	h a fundi	ng port	al or an	interne	t-based p	ortal. ✓ No ☐ Yes
b) Business contact infor	mation								
If a firm NRD number is not pro	ovided in Item 8 (a), ¡	provide the busi	ness con	ntact infor	mation	of the p	person b	eing com	pensated.
Street address									
Municipality						Р	rovince	e/State	
Country					Р	ostal c	ode/Zip	o code	
Email address						Telep	hone n	umber	
c) Relationship to issuer	or investment fun	d manager							
Indicate the person's relationshit the Instructions and the meaning	ng of "control" in sec	tion 1.4 of NI 45			oses of	comple	ting this	section.	ning of "connected" in Part B(2) of er than an investment fund)
_		•							,
Director or officer of th	ne investment tuna (	or investment it	ina man	iagei	ш'	Employ	ee or tri	e issuer (	or investment fund manager
✓ None of the above									
d) Compensation details									
	ommissions, securiti ch as clerical, printin	es-based compe g, legal or acco	ensation, unting se	, gifts, dis ervices. A	counts ( n issuer	or other is not r	comper equired	nsation. E to ask foi	tribution. Provide all amounts in Oo not report payments for services r details about, or report on, internal
Cash commissions pa	id 103,2	15.89					Security	code 1	Security code 2 Security code 3
Value of all securitie distributed as compensation			Se	ecurity co	des		WN		
Describe to	erms of warrants, or	otions or other	rights	88,435 I	Broker	Warra	nts		
								20, 2021 00 per s	and are exercisable for 1 hare.
Other compensation	n <sup>5</sup>	Des	cribe						
Total compensation pa	id 103,2	15.89	_						
Check box if the pe	rson will or may rec	eive any deferr	ed comp	ensation	(descri	ibe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire ac <sup>5</sup> Do not include deferred comp	ier. Indicate the secu Idditional securities o	urity codes for a							

a) Name of person comp	pensated and regis	stration status											
Indicate whether the person co	mpensated is a regis	trant.		☐ No		$\checkmark$	Yes						
If the person compensated is a	n individual, provide	the name of the i	ndivid	lual.									
Full legal name of indiv	vidual												
		Family name			First	given n	ame		S	econdary	given na	ames	
If the person compensated is no	ot an individual, prov	ride the following	inforn	nation.									
Full legal name	of non-individual	Eight Capital											
F	irm NRD number	5 5	1	8	0			(if app	licable)				
Indicate whether the person co	mpensated facilitated	d the distribution	throug	gh a fundii	ng port	al or an	internet	t-based <sub>l</sub>	oortal.	<b>✓</b>	No		Yes
b) Business contact info	rmation												
If a firm NRD number is not pr	ovided in Item 8 (a),	provide the busine	ess coi	ntact infor	mation	of the	person b	eing con	npensate	d.			
Street address													
Municipality						Р	rovince	/State					
Country					Р	ostal c	ode/Zip	code					
Email address						Telep	hone ni	umber					
c) Relationship to issuer	or investment fun	d manager											
the Instructions and the meani	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)												
<u> </u>													
Director or officer of t	the investment fund	or investment fun	id mai	nager	Ш'	Employ	ee of the	e issuer	or inves	tment fur	nd man	ager	
✓ None of the above													
d) Compensation details													
Provide details of all compensations of all compensations and canadian dollars. Include cash incidental to the distribution, suallocation arrangements with the	commissions, securiti och as clerical, printin	es-based compen g, legal or accour	sation nting s	n, gifts, disc services. Ar	counts o issuer	or othei is not i	comper equired	nsation. I to ask fo	Do not re	eport pay	ments	for serv	vices
Cash commissions pa	aid 55,4	31.09					Security (	code 1	Security	y code 2	Secu	rity cod	e 3
Value of all securitie			s	ecurity co	des								
distributed as compensation			ا مدا.	00.405.5	\\	10/							
Describe	terms of warrants, o	otions or other rig	Ints	68,135 E									
				Warrants Commor						re exerc	cisable	for 1	
Other compensation	n <sup>5</sup>	Desci	ribe										
Total compensation pa	55,4	31.09											
Check box if the pe	erson will or may rec	eive any deferred	d com	pensation	(descri	ibe the	terms be	elow)					
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the sec additional securities o	urity codes for all											

a) Name of person comp	ensated and regis	stration	status							
Indicate whether the person con	npensated is a regist	rant.			No		$\checkmark$	Yes		
If the person compensated is an	individual, provide	the name	of the inc	dividud	al.					
Full legal name of indiv	idual									
		Family na	me			First	t given n	ame		Secondary given names
If the person compensated is no	•	-		•						
Full legal name	of non-individual	Paradi	gm Capi	tal Inc	).					
Fi	rm NRD number	3	4	5	0				(if appl	icable)
Indicate whether the person con	npensated facilitated	the disti	ribution th	nrough	a fundi	ng port	al or an	interne	t-based p	oortal. ✓ No ☐ Yes
b) Business contact infor	mation									
If a firm NRD number is not pro	vided in Item 8 (a), p	orovide tł	ne busines	s cont	act infor	mation	of the p	person b	eing com	npensated.
Street address										
Municipality							Р	rovince	/State	
Country						Р	ostal c	ode/Zip	o code	
Email address							Telep	hone n	umber	
c) Relationship to issuer	or investment fund	d mana	ger							
										nning of "connected" in Part B(2) of
the Instructions and the meanin	-			96 for 1	tne purp		•	-		
Connect with the issue	er or investment fun	u manag	jei			Ш'	msider	oi tile is	suer (our	ner than an investment fund)
Director or officer of the	ne investment fund o	or investr	ment fund	l mana	iger		Employ	ee of th	e issuer (	or investment fund manager
✓ None of the above										
d) Compensation details										
	ommissions, securiti h as clerical, printin	es-based g, legal o	compensor compensor	ation, g ing ser	gifts, dis vices. A	counts ( n issuer	or other is not r	comper equired	nsation. L to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pa	id 12,3	18.02				-		Security	code 1	Security code 2 Security code 3
Value of all securitie distributed as compensation	~			Sec	curity co	des		W N		Security code 2 Security code 3
Describe to	erms of warrants, op	otions or	other righ	its 1	5,140 I	Broker	Warra	nts		
									20, 2021 00 per s	1 and are exercisable for 1
Other compensation	n <sup>5</sup>		Describ	ре 📙						
Total compensation pa	id 12,3	18.02								
Check box if the per	son will or may rece	eive any	deferred	compe	ensation	(descr	ibe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire ac <sup>5</sup> Do not include deferred compa	er. Indicate the secu Iditional securities o	ırity code	es for all s							

a) Name of person comp	ensated and regis	stration status	i						
Indicate whether the person con	npensated is a regist	rant.		☐ No		$\checkmark$	Yes		
If the person compensated is an	individual, provide	the name of the	individ	lual.					
Full legal name of indiv	idual								
		Family name		_	First	given n	ame		Secondary given names
If the person compensated is no	•	·	•						
Full legal name	of non-individual	Canaccord (	Genuit	y Corp.					
Fi	rm NRD number	9 0	0					(if appl	icable)
Indicate whether the person con	npensated facilitated	the distribution	n throu	gh a fundii	ng porto	al or an	interne	t-based p	oortal.  Ves
b) Business contact infor	mation								
If a firm NRD number is not pro	ovided in Item 8 (a), p	provide the busi	ness co	ntact infor	mation	of the p	oerson b	eing com	npensated.
Street address									
Municipality						Р	rovince	e/State	
Country					Po	ostal c	ode/Zi <sub>l</sub>	o code	
Email address						Telep	hone n	umber	
c) Relationship to issuer	or investment fun	d manager							
Indicate the person's relationshi the Instructions and the meanin									nning of "connected" in Part B(2) of
Connect with the issu	-		, 100 (	n the purp		•	-		ner than an investment fund)
_		•	d					•	·
Director or officer of the	ie investinent fund (	or investment it	iliu Ilia	nagei	Ш,	Inploy	ee or ur	e issuei (	or investment fund manager
✓ None of the above									
d) Compensation details				C	06.3.1				
	ommissions, securiti ch as clerical, printin	es-based compe g, legal or acco	ensation unting :	n, gifts, disc services. Ar	counts c n issuer	or other is not r	comper equired	nsation. L to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pa					•		Security		Security code 2 Security code 3
Value of all securitie distributed as compensation			S	Security co	des		W N		Gecuny code 2 Gecuny code 3
·	erms of warrants, or	tions or other i	ights	284970	Broker	Warra	ants		
			Ū	Warrant	s exnir	e on A	uaust	20 202 <sup>,</sup>	1 and are exercisable for 1
				Commoi					
Other compensation	n <sup>5</sup>	Des	cribe						
Total compensation pa	id								
Check box if the pe	rson will or may rec	eive any deferr	ed com	pensation	(descri	be the	terms b	elow)	
<sup>4</sup> Provide the aggregate value o									
additional securities of the issurights exercisable to acquire ac	ier. Indicate the secu Idditional securities d	urity codes for a							
<sup>5</sup> Do not include deferred comp	ensation.								

a) Name of person comp	a) Name of person compensated and registration status												
Indicate whether the person co	mpensated is a regist	rant.		☐ No		✓ Y	es/						
If the person compensated is ar	n individual, provide	the name of the	indivi	dual.									
Full legal name of indiv	vidual												
		Family name		_	First giv	ven nan	ne		S	econdary	given n	ames	
If the person compensated is no	·	_											
Full legal name	of non-individual	PI Financial	Corp.										
F	irm NRD number	5 2	9	0				(if app	licable)				
Indicate whether the person co	mpensated facilitated	the distribution	throu	ıgh a fundi	ng portal o	or an ii	nternet-	-based	portal.	<b>✓</b>	No		Yes
b) Business contact infor	mation												
If a firm NRD number is not pro	ovided in Item 8 (a), <sub>I</sub>	provide the busin	ness co	ontact info	mation of	the pe	rson be	eing cor	npensate	ed.			
Street address													
Municipality						Pro	vince/	'State					
Country					Pos	tal co	de/Zip	code					
Email address					Te	elepho	one nu	ımber					
c) Relationship to issuer	or investment fun	d manager											
the Instructions and the meaning	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 t	he investment fund	or investment fu	nd ma	anager	□ Em	nolovee	e of the	issuer	or inves	tment fur	nd man	ager	
None of the above						, ,,,,							
d) Compensation details													
Provide details of all compensate Canadian dollars. Include cash a incidental to the distribution, su allocation arrangements with the	ion paid, or to be pa commissions, securiti ch as clerical, printin	es-based compe g, legal or accou	nsatio ınting	n, gifts, dis services. A	counts or o	other c not red	ompen: quired t	sation. o ask fo	Do not re	eport pay	ments	for ser	vices
Cash commissions pa	aid 1,4	00.00				Se	ecurity c	nde 1	Securit	y code 2	Secu	rity coc	de 3
Value of all securities	es		,	Coording of	doo	W	T	T	Occum	y code z	0000	Tity COC	30 0
distributed as compensation	n <sup>4</sup>		,	Security co	aes								
Describe t	erms of warrants, o	otions or other ri	ghts	1,400 B	roker Wa	rrants	3						
					s expire on Share a					re exerc	cisable	e for 1	ı
Other compensation	n <sup>5</sup>	Desc	cribe										
Total compensation pa	1,4	00.00											
Check box if the pe	erson will or may rec	eive any deferre	ed con	npensation	(describe	the te	rms be	low)					
<sup>4</sup> Provide the aggregate value of additional securities of the issu- rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the sec additional securities o	urity codes for a											r

a) Name of person com	pensated and regis	stration status							
Indicate whether the person co	mpensated is a regist	rant.	✓ No	Yes					
If the person compensated is a	n individual, provide	the name of the individ	lual.						
Full legal name of indi	vidual Schreiber		Sharon						
		Family name	First	given name	Secondary given names				
If the person compensated is n	ot an individual, prov	ide the following infor	mation.						
Full legal name	e of non-individual								
F	Firm NRD number			(if ap	plicable)				
Indicate whether the person co	mpensated facilitated	I the distribution throu	gh a funding porto	al or an internet-based	portal.  No Yes				
b) Business contact info	rmation								
If a firm NRD number is not pr	ovided in Item 8 (a), p	provide the business co	ntact information	of the person being co	mpensated.				
Street address	Haruv 19 Timrat								
Municipality				Province/State					
Country	Israel		P	ostal code/Zip code					
Email address				Telephone number					
c) Relationship to issue	or investment fun	d manager							
the Instructions and the means  Connect with the iss	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								
d) Compensation details	<u> </u>								
Provide details of all compensa Canadian dollars. Include cash	tion paid, or to be pa commissions, securiti uch as clerical, printin	es-based compensation g, legal or accounting	n, gifts, discounts o services. An issuer	or other compensation. is not required to ask ;	istribution. Provide all amounts in Do not report payments for services for details about, or report on, internal				
Cash commissions p	aid 32,5	00.00		Security code 1	Security code 2 Security code 3				
Value of all securiti distributed as compensation			Security codes	W N T	Occurs, code 2 Gooding code C				
	terms of warrants, op				21 and are exercisable for 1 share.				
Other compensation	on <sup>5</sup>	Describe							
Total compensation p	aid								
<sup>4</sup> Provide the aggregate value	of all securities distri uer. Indicate the secu	urity codes for all secu	on, <u>excluding</u> optic	ons, warrants or other	rights exercisable to acquire uding options, warrants or other				
5Do not include deferred com									

a) Name of person com	pensated and regis	tration status			
Indicate whether the person co	ompensated is a regist	rant.	✓ No	Yes	
If the person compensated is a	n individual, provide t	he name of the individ	dual.		
Full legal name of indi	vidual				
		Family name	Firs	st given name	Secondary given names
If the person compensated is n	•				
Full legal name	e of non-individual	Alpinvest Consulting	ng		
F	Firm NRD number			(if ap	pplicable)
Indicate whether the person co	ompensated facilitated	the distribution throu	gh a funding por	tal or an internet-based	d portal. ✓ No ☐ Yes
b) Business contact info	rmation				
If a firm NRD number is not pr	rovided in Item 8 (a), p	provide the business co	ntact information	n of the person being co	ompensated.
Street address	Sárl Route de la ja	aqua			
Municipality	Attalens			Province/State	9
Country	Switzerland		F	Postal code/Zip code	e
Email address				Telephone numbe	r
c) Relationship to issue	or investment fund	d manager			
Indicate the person's relationsl the Instructions and the mean					neaning of "connected" in Part B(2) of
	uer or investment fun		· · ·		other than an investment fund)
Director or officer of	the investment fund (	or investment fund ma	nager $\square$	Employee of the issue	er or investment fund manager
None of the above					or or arrestment raina manage.
<u> </u>					
d) Compensation details		d to the nerson identi	fied in Item 8(a) i	n connection with the	distribution. Provide all amounts in
Canadian dollars. Include cash	commissions, securiti	es-based compensatio	n, gifts, discounts	or other compensation	n. Do not report payments for services
incidental to the distribution, su allocation arrangements with t					for details about, or report on, internal
Cash commissions p	aid 32,5	00.00		Security code 1	Security code 2 Security code 3
Value of all securiti	es		Security codes	W N T	
distributed as compensation	on⁴		Decumy codes		
Describe	terms of warrants, op	tions or other rights	32,500 Broke	r Warrants	
				re on August 20, 20 re at CDN\$1.00 per	021 and are exercisable for 1 share.
Other compensation	on <sup>5</sup>	Describe			
Total compensation p	aid 32,50	00.00			
Check box if the p	erson will or may rece	eive any deferred com	pensation (desc	ribe the terms below)	
<sup>4</sup> Provide the aggregate value	of all securities distric	buted as compensation	nn. excludina onti	ions. warrants or other	riahts exercisable to acquire
	uer. Indicate the secu	irity codes for all secu			luding options, warrants or other
<sup>5</sup> Do not include deferred com	pensation.				

a) Name of person compe	ensated and regis	stration status									
Indicate whether the person com	pensated is a regist	trant.	✓ No		Yes						
If the person compensated is an i	individual, provide	the name of the indivi	dual.								
Full legal name of individ	dual										
		Family name	Firs	st given r	name			Sec	ondary g	given n	ames
If the person compensated is not	an individual, prov	ide the following info	rmation.								
Full legal name o	of non-individual	A-Labs Finance 8	Advisory Ltd.								
Fir	m NRD number						(if appl	licable)			
Indicate whether the person com	pensated facilitated	d the distribution thro	ugh a funding por	tal or a	n inter	net-l	based p	oortal.	$\checkmark$	] No	☐ Yes
b) Business contact inform	nation										
If a firm NRD number is not prov	rided in Item 8 (a), p	provide the business c	ontact informatio	n of the	perso	n bei	ng con	npensated.			
Street address 4	Weinberg st Kfa	ar Saba									
Municipality				F	Provin	nce/S	State				
Country Is	srael		_   	Postal o	code/	Zip (	code				
Email address				Telep	hone	nur	nber				
c) Relationship to issuer o	r investment fun	d manager									
Indicate the person's relationship	with the issuer or	investment fund mand						ning of "c	onnecte	ed" in I	Part B(2) of
the Instructions and the meaning	g of "control" in sec	tion 1.4 of NI 45-106	for the purposes o	f comple	eting t	this s	ection.				
Connect with the issue	r or investment fur	nd manager		Insider	of the	issu	ıer (oth	ner than ar	n invest	ment f	fund)
Director or officer of the	e investment fund	or investment fund m	anager	Employ	ee of	the i	ssuer	or investm	ent fun	d man	ager
✓ None of the above											
d) Compensation details											
Provide details of all compensation	on paid, or to be pa	id, to the person ident	ified in Item 8(a) i	in conne	ection	with	the dis	tribution. I	Provide	all an	ounts in
Canadian dollars. Include cash co incidental to the distribution, such											
allocation arrangements with the								r actatis a	bout, or	героп	on, uncernat
Cash commissions paid	d 360,0	00.00			Secur	ity co	de 1	Security of	code 2	Secu	rity code 3
Value of all securities	210.0	00.00	Security codes		С	M	S				
distributed as compensation	310,0	00.00	Coddiny codes								
Describe te	rms of warrants, op	otions or other rights									
Other compensation <sup>5</sup>	5	Describe									
Total compensation paid	670,0	00.00									
Check box if the pers	son will or may rec	eive any deferred cor	mpensation (desc	ribe the	terms	s belo	ow)				
<sup>4</sup> Provide the aggregate value of	all securities distri	buted as compensati	on. excludina ont	ions. wa	arrants	s or a	other ric	ahts exerc	isable t	o acai	uire
additional securities of the issue rights exercisable to acquire add	er. Indicate the sec	urity codes for all sec									
Do not include deferred compe		100001.									

,	pensated and regis	stration status				
Indicate whether the person co	mpensated is a regist	rant.	✓ No	Yes		
If the person compensated is a	n individual, provide	the name of the indiv	idual.			
Full legal name of indi	vidual					
		Family name	Fir	st given name	5	Secondary given names
If the person compensated is n	•					
Full legal name	of non-individual	Park Lane Capita	I Limited			
F	Firm NRD number				(if applicable)	
Indicate whether the person co	mpensated facilitated	the distribution thro	ugh a funding po	rtal or an intern	– et-based portal.	✓ No ☐ Yes
b) Business contact info	rmation					
If a firm NRD number is not pr	ovided in Item 8 (a), p	provide the business o	contact informatio	n of the person	being compensate	ed.
Street address	Douglas, Isle of M	lan				
Municipality				Provinc	e/State	
Country	Isle of Man		j .	Postal code/Z	ip code	
Email address				Telephone	number	
c) Relationship to issue	or investment fun	d manager				
Indicate the person's relations						f "connected" in Part B(2) of
the Instructions and the mean	•		for the purposes o			
Connect with the iss	uer or investment fur	d manager	Ш	Insider of the i	ssuer (other than	an investment fund)
Director or officer of	the investment fund	or investment fund m	nanager	Employee of t	he issuer or inves	stment fund manager
✓ None of the above	the investment fund	or investment fund m	anager	Employee of the	he issuer or inves	stment fund manager
<u> </u>		or investment fund m	anager	Employee of the	he issuer or inves	stment fund manager
None of the above  d) Compensation details  Provide details of all compensa  Canadian dollars. Include cash	s tion paid, or to be pa commissions, securiti	id, to the person iden es-based compensati	tified in Item 8(a) on, gifts, discounts	in connection w	ith the distribution	n. Provide all amounts in report payments for services
None of the above  d) Compensation details  Provide details of all compensa	s tion paid, or to be pa commissions, securiti uch as clerical, printin	id, to the person iden es-based compensati g, legal or accounting	tified in Item 8(a) on, gifts, discounts g services. An issue	in connection w s or other comports on the comports of the com	ith the distribution ensation. Do not r d to ask for details	n. Provide all amounts in report payments for services
None of the above  d) Compensation details  Provide details of all compensation dollars. Include cash incidental to the distribution, so	tion paid, or to be pa commissions, securiti uch as clerical, printin he directors, officers c	id, to the person iden es-based compensati g, legal or accounting r employees of a nor	tified in Item 8(a) on, gifts, discounts g services. An issue	in connection w or other compo er is not required ensated by the is	ith the distribution ensation. Do not r d to ask for details ssuer.	n. Provide all amounts in report payments for services s about, or report on, internal
None of the above  d) Compensation details  Provide details of all compensation dollars. Include cash incidental to the distribution, so allocation arrangements with the Cash commissions possible.	tion paid, or to be pa commissions, securiti uch as clerical, printin he directors, officers c aid 200,0	id, to the person iden es-based compensati g, legal or accounting r employees of a nor	tified in Item 8(a) on, gifts, discounts g services. An issue -individual compe	in connection was or other comperties not required ensated by the in	ith the distribution ensation. Do not r d to ask for details ssuer.	n. Provide all amounts in report payments for services s about, or report on, internal
None of the above  d) Compensation details  Provide details of all compensation dollars. Include cash incidental to the distribution, so allocation arrangements with the Cash commissions possible Value of all securiting distributed as compensations.	tion paid, or to be pa commissions, securiti uch as clerical, printin he directors, officers c aid 200,0 es	id, to the person iden es-based compensati g, legal or accounting r employees of a nor 00.00	tified in Item 8(a) on, gifts, discounts g services. An issue	in connection was or other comperties not required ensated by the in	rith the distribution ensation. Do not r d to ask for details ssuer. y code 1 Securi	n. Provide all amounts in report payments for services s about, or report on, internal
None of the above  d) Compensation details  Provide details of all compensation dollars. Include cash incidental to the distribution, so allocation arrangements with the Cash commissions possible Value of all securiting distributed as compensations.	tion paid, or to be pa commissions, securiti uch as clerical, printin he directors, officers c aid 200,0	id, to the person iden es-based compensati g, legal or accounting r employees of a nor 00.00	tified in Item 8(a) on, gifts, discounts g services. An issue -individual compe	in connection was or other comperties not required ensated by the in	rith the distribution ensation. Do not r d to ask for details ssuer. y code 1 Securi	n. Provide all amounts in report payments for services s about, or report on, internal
None of the above  d) Compensation details  Provide details of all compensation dollars. Include cash incidental to the distribution, so allocation arrangements with the Cash commissions possible Value of all securiting distributed as compensations.	tion paid, or to be pa commissions, securiti uch as clerical, printin he directors, officers c aid 200,0 es on <sup>4</sup> terms of warrants, op	id, to the person iden es-based compensati g, legal or accounting r employees of a nor 00.00	tified in Item 8(a) on, gifts, discounts g services. An issue -individual compe	in connection w or other compo er is not required ensated by the is Security W	rith the distribution ensation. Do not r d to ask for details ssuer. y code 1 Securi	n. Provide all amounts in report payments for services s about, or report on, internal
None of the above  d) Compensation details  Provide details of all compensation dollars. Include cash incidental to the distribution, so allocation arrangements with the Cash commissions possible value of all securities distributed as compensation details.	tion paid, or to be pa commissions, securiti uch as clerical, printin he directors, officers c aid 200,0 es on <sup>4</sup> terms of warrants, op	id, to the person iden es-based compensati g, legal or accounting r employees of a nor 00.00	tified in Item 8(a) on, gifts, discounts g services. An issue -individual compe Security codes  200,000 Brok Warrants exp	in connection was or other comper is not required ensated by the issued with the interest of the content of the	ith the distribution ensation. Do not r d to ask for details ssuer. y code 1 Securi	n. Provide all amounts in report payments for services s about, or report on, internal
None of the above  d) Compensation details  Provide details of all compensation dollars. Include cash incidental to the distribution, so allocation arrangements with the Cash commissions possible value of all securities distributed as compensation details.	tion paid, or to be pa commissions, securiti ich as clerical, printin he directors, officers c aid 200,0 es on <sup>4</sup> terms of warrants, op	id, to the person iden es-based compensati g, legal or accounting r employees of a nor 00.00	tified in Item 8(a) on, gifts, discounts g services. An issue -individual compe Security codes  200,000 Brok Warrants exp	in connection was or other comper is not required ensated by the issued with the interest of the content of the	ith the distribution ensation. Do not red to ask for details ssuer.  y code 1 Security T	n. Provide all amounts in report payments for services s about, or report on, internal ty code 2   Security code 3
None of the above  d) Compensation details  Provide details of all compensation dollars. Include cash incidental to the distribution, so allocation arrangements with the Cash commissions possible Value of all securities distributed as compensation Describes.  Other compensation possible Compensation possibl	tion paid, or to be pa commissions, securiti ich as clerical, printin he directors, officers c aid 200,0 es on <sup>4</sup> terms of warrants, op	id, to the person iden es-based compensati g, legal or accounting employees of a nor 00.00  otions or other rights  Describe	tified in Item 8(a) on, gifts, discounts g services. An issue -individual compe Security codes  200,000 Brok Warrants exp Common Sha	in connection was or other comper is not required ensated by the is Security W I	ith the distribution ensation. Do not red to ask for details ssuer.  y code 1 Security T	n. Provide all amounts in report payments for services s about, or report on, internal ty code 2   Security code 3
None of the above  d) Compensation details  Provide details of all compensation dollars. Include cash incidental to the distribution, so allocation arrangements with the Cash commissions possible Value of all securities distributed as compensation Describes.  Other compensation possible Compensation possibl	tion paid, or to be parcommissions, securition as clerical, printing the directors, officers can aid 200,0 es con4 terms of warrants, open on 5	id, to the person iden es-based compensati g, legal or accounting employees of a nor 00.00  otions or other rights  Describe	tified in Item 8(a) on, gifts, discounts g services. An issue -individual compe Security codes  200,000 Brok Warrants exp Common Sha	in connection was or other comper is not required ensated by the is Security W I	ith the distribution ensation. Do not red to ask for details ssuer.  y code 1 Security T	n. Provide all amounts in report payments for services s about, or report on, internal ty code 2   Security code 3
None of the above  d) Compensation details  Provide details of all compensation dollars. Include cash incidental to the distribution, so allocation arrangements with the Cash commissions possible Value of all securiti distributed as compensation Describe  Other compensation possible Check box if the possible compensation possibl	tion paid, or to be pa commissions, securiti uch as clerical, printin he directors, officers of aid 200,0 es on <sup>4</sup> terms of warrants, op on <sup>5</sup> aid	id, to the person iden es-based compensati g, legal or accounting or employees of a nor colono otions or other rights Describe eive any deferred co	tified in Item 8(a) on, gifts, discounts g services. An issue -individual compe Security codes  200,000 Brok Warrants exp Common Sha	in connection was or other comper is not required ensated by the issued by the issued with the instance on Augustare at CDN\$1.	ith the distribution ensation. Do not red to ask for details souer.  y code 1 Security T	n. Provide all amounts in report payments for services is about, or report on, internal aty code 2   Security code 3
None of the above  d) Compensation details  Provide details of all compensation dollars. Include cash incidental to the distribution, so allocation arrangements with the Cash commissions possible Value of all securities distributed as compensation Describes.  Other compensation possible Compensation possibl	tion paid, or to be parcommissions, securitient as clerical, printing the directors, officers of aid 200,0 es con4 terms of warrants, opens of all securities distributer. Indicate the securities distributer. Indicate the securities	id, to the person iden es-based compensati g, legal or accounting r employees of a nor 00.00  otions or other rights  Describe  eive any deferred co	tified in Item 8(a) on, gifts, discounts g services. An issue -individual compe Security codes  200,000 Brok Warrants exp Common Sha	in connection was or other comper is not required ensated by the is security. We have a constant of the terms	ith the distribution ensation. Do not red to ask for details souer.  y code 1   Securi N   T	an. Provide all amounts in report payments for services about, or report on, internal at y code 2   Security code 3

TEM 9 - DIRECTORS, EXECU	TIVE OFFICERS	AND PROMOT	TERS OF THE ISS	SUER							
If the issuer is an investment fun	d, do not complete	Item 9. Procced to	Item 10.								
Indicate whether the issuer is any o	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	n any jurisdiction of	Canada <sup>6</sup>								
Provide nar	ne of reporting issue	er						7			
Wholly owned subsidiary of	a foreign public iss	uer <sup>6</sup>						_			
Provide name o	f foreign public issue	er						7			
Issuer distributing only eligi	ble foreign securitie	s and the distribution	on is to permitted clie	ents only <sup>7</sup>				_			
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (	c). Proceed to Item	10.							
If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.  6An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.  7 Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.  1 If the issuer is none of the above, check this box and complete Item 9(a) - (c).											
a) Directors, executive officer	rs and promoters	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 loc non-individi resident jurisdictio individu	ual or ail n of		onship to ct all that				
				Province or	country	D	0	Р			
	Bohensky	Amit		Israel		✓	✓				
b) Promoter information											
If the promoter listed above is not ar within Canada, state the province or											
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual		tionship one or bo					
				Province or country	D		C	)			
c) Residential address of each	h individual										
Complete Schedule 2 of this form	providing the full	residential address	for each individue	al listed in Item 9	(a) and (h)	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	Zoomd Financeco Ltd.					
Full legal name	Bohensky	Amit				
	Family name	First given name	•	Seconda	ary given n	ames
Title	President and Sole Director					
Telephone number	97254754676	Email address	amit@zoc	md.com	1	
Signature	Amit Bohensky	Date	2019	80	30	
			YYYY	MM	DD	

ITEM 11- CONTACT I	PERSON				
	•	the individual that the secur	9	regulator m	nay contact with any questions
Same as individua	al certifying the report				
Full legal name	Bhargava	Priyanka		Title	Securities Clerk
	Family name	First given name	Secondary given names		
Name of company	Goodmans LLP				
Telephone number	4168496977	Em	ail address pbhargava	@goodma	ns.ca

#### Notice - Collection and use of personal information

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

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

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

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

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.