Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9141362

ITEM 1 - REPORT TYPE					
✓ New report					
☐ Amended report If ame	nded, provide filing date	of report that is	being ame	ended	(YYYY-MM-DD)
ITEM 2 - PARTY CERTIFYING TH	e Report				
Indicate the party certifying the report (sei Instrument 81-106 Investment Fund Conti				estment fund, refer to secti	on 1.1 of National
☐ Investment fund issuer	nadas Bisclosare and the comp	union policy to 141 01	100.		
✓ Issuer (other than an investigation)	stment fund)				
Underwriter	······································				
	THE DENTIFIED				
ITEM 3 - ISSUER NAME AND OT			4 4la a 6 wa d		
Provide the following information about to Full legal name		vestment Juna, abou	t tne Juna.		
Previous full legal name	Nextical Solutions Etc.				
-			,		
If the issuer's name changed in th					
Website	www.nextleafsolutions.	com	(if applicable	e)	
If the issuer has a legal entity identifier ॒ pr		he Instructions for th	ne definition o	of "legal entity identifier".	
Legal entity identifier	NA				
If two or more issuers distributed a single		ame(s) of the co-issue			<u>!</u>
Full legal name(s) of co-issuer(s)			(if applicable	e)	
ITEM 4 - UNDERWRITER INFORM	MATION				
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm N	NRD number.		
Full legal name					
Firm NRD number		(if app	licable)		J
If the underwriter does not have a firm NF	D number, provide the head off	ice contact informati	ion of the und	derwriter.	
Street address					
Municipality		Provi	nce/State		
Country		Postal code	/Zip code		1
Telephone number			Website		(if applicable)

If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6. a) Primary industry Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity. NAICS industry code 3 3 9 9 9 0 If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer 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 Number of employees V 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 4 2 9 4 8 If the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Province/State Postal code/Zip code Telephone number Date of formation and financial year-end Date of formation and financial year-end Pate of formation in the mining industry, in the interior in the most closely code in the province of the province in the super interior in the mining in t
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity. NAICS industry code 3 3 9 9 9 0 If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Mortgages Real estate Commercial/business debt Consumer debt Private companies Cryptoassets b) Number of employees: Number of employees: O - 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 4 2 9 4 8 If the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Municipality Prostal code/Zip code Telephone number Date of formation and financial year-end Date of formation and financial year-end Date of formation and financial year-end Financial year-end Financial year-end Date of formation and financial year-end
NAICS industry code 3 3 9 9 9 0 If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production
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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
Mortgages Real estate Commercial/business debt Consumer debt Private companies Cryptoassets
Cryptoassets Downword of employees
Number of employees:
c) SEDAR profile number Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 0 0 4 2 9 4 8 If the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Province/State Municipality Postal code/Zip code Country Telephone number e) Date of formation and financial year-end Date of formation Financial year-end MM DD
Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 0 0 4 2 9 4 8 If the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Municipality Postal code/Zip code Country Telephone number e) Date of formation and financial year-end Date of formation Financial year-end MM DD
If yes, provide SEDAR profile number 0 0 0 4 2 9 4 8 If the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Municipality Country Telephone number Date of formation and financial year-end Pinancial year-end MM DD Financial year-end MM DD
If the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Municipality Country Postal code/Zip code Country Telephone number Date of formation and financial year-end Pate of formation Financial year-end MM DD MM DD
d) Head office address Street address Municipality Postal code/Zip code Country Telephone number Date of formation and financial year-end Financial year-end MM DD MM DD
Street address Province/State Postal code/Zip code Country Telephone number e) Date of formation and financial year-end Tinancial year-end MM DD Financial year-end MM DD
Municipality Country Telephone number e) Date of formation and financial year-end Date of formation Financial year-end MM DD MM DD
Country Telephone number e) Date of formation and financial year-end Date of formation Financial year-end MM DD MM DD
e) Date of formation and financial year-end Date of formation Financial year-end MM DD YYYY MM DD MM DD
Date of formation Financial year-end MM DD MM DD
YYYY MM DD MM DD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
AII AB BC MB NB NL NT
NS NU ON PE QC SK YT
g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.
Exchange name
h) Size of issuer's assets

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

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

ITEM 6 - INVESTMENT	FUND ISSUER INFORMATION
If the issuer is an inves	tment fund, provide the following information.
a) Investment fund ma	anager information
Full legal name	
Firm NRD number	(if applicable)
If the investment fund mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.
Street address	
Municipality	Province/State
Country	Postal code/Zip code
Telephone number	Website (if applicable)
b) Type of investment	fund
Type of investment fund tha	nt most accurately identifies the issuer (select only one) .
Money market	☐ Equity ☐ Fixed income ☐ Balanced
Alternative strateg	gies Cryptoasset Other (describe)
Indicate whether one or bot	h of the following apply to the investment fund .
Invests primarily in	n other investment fund issuers
☐ Is a UCITs Fund¹	
¹ Undertaking for the Collec (EU) directives that allow c	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
c) Date of formation a	and financial year-end of the investment fund
Date of forma	tion Financial year-end MM DD MM DD
d) Reporting issuer st	atus of the investment fund
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.
☐ AII ☐	AB BC MB NB NL NT
□ NS □	NU ON PE QC SK YT
e) Public listing status	s of the investment fund
If the investment fund has a	CUSIP number, provide below (first 6 digits only)
	CUSIP number
	blicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the not a trading facility such as, for example, an automated trading system.
Exchange on an exchange and h	
-	AV) of the investment fund
	investment fund as of the date of the most recent NAV calculation (Canadian \$).
\$0 to under \$5M	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, 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)	Curren	су
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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.

Start date 2020 05 21

End date 2020 05 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
JBS	65347A	Unit (one common share and one warrant)	10,200,738.00	0.3000	0.3000	3,060,221.40

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.

exch	ivertib angea urity c	able		derlyi urity c			se price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
						Lowest	Highest			
W	Ν	Т	С	M	S	0.5000	0.5000	2022-05-28		If the closing price of the shares on the CSE is greater than \$0.70 for 10 trading days, the expiry date shall accelerate to the date that is 30 days after the date that notice is provided to the holder by way of press release.

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 ²⁸ purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	26	695,200.20
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	16	303,950.10
Alberta	NI 45-106 2.3 [Accredited investor]	3	455,000.40

Ontario	NI 45-106 2.3 [Accredited investor]	11	405,720.30
Ontario	NI 45-106 2.5 [Family, friends and business associates]	1	60,000.00
Nova Scotia	NI 45-106 2.3 [Accredited investor]	14	838,000.20
Nova Scotia	NI 45-106 2.5 [Family, friends and business associates]	5	79,000.20
Australia	NI 45-106 2.3 [Accredited investor]	3	193,350.00
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	30,000.00
	Total dollar amount of se	curities distributed	3,060,221.40
	Total number of unique purchasers ^{2b}	80	

^{2a} 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	

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

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

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

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

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

^{2b} In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

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. 8

a) Name of person comp	ensated and reg	istration status						
Indicate whether the person co	mpensated is a regi	strant.	☐ No	✓ Y	′es			
If the person compensated is ar	n individual, provide	e the name of the indiv	ridual.					
Full legal name of indiv	vidual							7
		Family name	Fir	st given nam	ne	Secondary of	jiven names	_
If the person compensated is no	ot an individual, pro	ovide the following info	ormation.					
Full legal name	of non-individua	Mackie Research	Capital Corpor	ation				
F	irm NRD numbe	r 3 0 7	0		(if app	licable)		
Indicate whether the person co	mpensated facilitat	ed the distribution thro	ough a funding po	rtal or an in	nternet-based _l	portal. 🗸	No Yes	}
b) Business contact infor	rmation							
If a firm NRD number is not pro	ovided in Item 8 (a)	, provide the business (contact informatio	n of the pe	rson being con	npensated.		
Street address								
Municipality				Pro	ovince/State			
Country				Postal cod	de/Zip code			
Email address				Telepho	one number			
c) Relationship to issuer	or investment fu	nd manager						
Indicate the person's relationsh the Instructions and the meanin Connect with the issu Director or officer of t	ng of "control" in se	ection 1.4 of NI 45-106	for the purposes of	of completing insider of	ng this section. the issuer (otl	-	ment fund)	
✓ None of the above								
d) Compensation details								
Provide details of all compensate Canadian dollars. Include cash of incidental to the distribution, surallocation arrangements with the Cash commissions page 1.	commissions, securi ch as clerical, print ne directors, officers	ities-based compensati ing, legal or accounting	ion, gifts, discounts g services. An issue	s or other co er is not req	ompensation. I	Do not report payı	ments for services	
·		080.00			ecurity code 1	Security code 2	Security code 3	
Value of all securitie distributed as compensation			Security codes	W	/			
Describe t	terms of warrants,	options or other rights		per shar		e for one share a 21, 2022, subjec		
Other compensatio	n ⁵	Describe						
Total compensation pa	20,	080.00						
Check box if the pe	erson will or may re	ceive any deferred co	mpensation (desc	cribe the te	rms below)			
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the se dditional securities	curity codes for all sec	ion, <u>excluding</u> opt curities distributed	tions, warra l as compe	ants or other ri ensation, <u>includ</u>	ghts exercisable t ding options, warr	o acquire ants or other	

a) Name of person comp	ensated a	and regis	stration	status										
Indicate whether the person co	mpensated	is a regist	rant.			☐ No		\checkmark	Yes					
If the person compensated is an	ı individual	l, provide i	the name	e of the	individ	dual.								
Full legal name of indiv	ridual													
			Family na	me			First	t given r	name		Sec	ondary g	given names	S
If the person compensated is no		=		_										
Full legal name	of non-in	dividual	Aligne	d Capi	tal Pa	rtners Ind	Э.							
F	irm NRD	number	2	3	4	0				(if app	olicable)			
Indicate whether the person co	mpensated	facilitated	the dist	ribution	throu	gh a fundi	ng port	al or a	n intern	_ et-based	portal.	√] No [Yes
b) Business contact info	mation													
If a firm NRD number is not pro	ovided in It	em 8 (a), _f	orovide t	he busir	ness co	ntact infor	mation	of the	person	being co	mpensated.			
Street address														
Municipality								F	Provinc	ce/State				
Country							Р	ostal o	code/Z	ip code				
Email address								Telep	hone	number				
c) Relationship to issuer	or investr	nent fun	d mana	ger										
Indicate the person's relationsh the Instructions and the meaning Connect with the issu	ng of "conti	rol" in sect	tion 1.4 d	o <i>f NI 45</i> - ger	-106 f	or the purp	oses of	comple Insider	eting th	is section	ther than ar	ı invest	ment fund)
☐ Director or officer of t ☐ None of the above	ne investir	ient iuna (or invest	ment iu	nu ma	mager		Employ	/ee or t	ne issuei	or investm	ent run	и тападе	I
d) Compensation details														
Provide details of all compensate Canadian dollars. Include cash a incidental to the distribution, su allocation arrangements with the	commissior ch as cleric ne directors	ns, securiti al, printin , officers o	es-basea g, legal o r employ	compe or accou	nsatio Inting	n, gifts, dis services. A	counts n issuer	or othe	r comp require	ensation. d to ask f	Do not repo	ort payı	ments for s	ervices
Cash commissions pa	alu	2,4	01.20						Securit	y code 1	Security c	ode 2	Security of	ode 3
Value of all securitie distributed as compensation					5	Security co	des		W	N T				
Describe t	erms of wa	arrants, op	otions or	other ri	ghts		\$0.30	per sh			for one sh 28, 2022,			cise
Other compensatio	n ⁵			Desc	cribe									
Total compensation pa	id	2,40	01.20											
Check box if the pe	rson will o	r may rece	eive any	deferre	d com	pensation	(descr	ibe the	terms	below)				
⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire a ⁵ Do not include deferred comp	ier. Indicat dditional se	e the secu	ırity cod	es for a	ensatic Il secu	on, <u>excludii</u> urities distr	n <u>g</u> optid ibuted a	ons, wa as com	arrants pensat	or other i ion, <u>inclu</u>	rights exerci Iding option	isable t s, warra	o acquire ants or oth	ner

a) Name of person com	pensated and regis	stration	status												
Indicate whether the person co	empensated is a regist	rant.			√ No			Yes	S						
If the person compensated is a	n individual, provide	the name	e of the in	divid	ual.										
Full legal name of indi	vidual Doyle				Jarrod										
		Family na	ime		-	Firs	t given	name			S	econdary	given na	ames	
If the person compensated is n	ot an individual, prov	ide the fo	ollowing i	nforn	nation.										
Full legal name	e of non-individual														
F	Firm NRD number									(if app	licable)				
Indicate whether the person co	mpensated facilitated	the dist	ribution ti	hroug	gh a fundi	ng port	tal or a	n inte	rnet-	based	portal.	✓	No		Yes
b) Business contact info	rmation														
If a firm NRD number is not pr	ovided in Item 8 (a), p	orovide tl	he busine:	ss coi	ntact infor	mation	of the	perso	on bei	ng cor	npensate	d.			
Street address	16 Donaldson Str	eet													
Municipality	Paddington						I	Provii	nce/S	State	Quee	nsland			
Country	Australia					P	ostal	code	/Zip	code	4064				
Email address	jarroddoyle6@gm	ail.com					Tele	phone	e nui	mber	6141	243690	7		
c) Relationship to issuer	or investment fun	d mana	ger												
Indicate the person's relationsh the Instructions and the meaning Connect with the issues.	ing of "control" in sec	tion 1.4 c	of NI 45-1			oses of	comp	leting	this s	ection.		"connect an inves			(2) of
Director or officer of	the investment fund	or invoct	mont fund	lma	nagor	_	Emplo	V00 0	f tho	iccuor	or invoc	tment fur	nd man	ogor	
_	ure investment tuna	or investi	mem rund	ı ıııaı	lagei	ш	Lilipio	yee o	i iiic	issuci	OI IIIVES	inient iui	iu man	agei	
d) Compensation details						0():			•	.,		5			
Provide details of all compensa Canadian dollars. Include cash incidental to the distribution, so allocation arrangements with to Cash commissions p	commissions, securiti uch as clerical, printin he directors, officers c	es-based g, legal o	compens or account	atior ing s	n, gifts, dis ervices. A	counts n issuei	or other is not	er com requi	npens red to	ation. o ask fo	Do not re	port pay	ments f	for ser	vices
		00.00						Secu	ırity co	de 1	Securit	y code 2	Secur	rity coc	de 3
Value of all securiti distributed as compensation				S	ecurity co	des		W	N	Т					
Describe	terms of warrants, o	otions or	other righ		18,000 k price of accelera	\$0.30	per sl								ise
Other compensation	on ⁵		Descri	be											
Total compensation pa	5,4	00.00													
Check box if the po	erson will or may rec	eive any	deferred	com	pensation	(descr	ibe the	e term	s bel	ow)					
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred com	uer. Indicate the sec additional securities o	urity code	es for all s												r

a) Name of person comp	pensated and regis	stration statu	JS								
Indicate whether the person co	mpensated is a regist	rant.		✓ No			Yes				
If the person compensated is a	n individual, provide	the name of t	he indivi	dual.							
Full legal name of indi	vidual Silver			Stephe	en						
		Family name			First	t given r	name		Secondar	y given name	;S
If the person compensated is n	ot an individual, prov	ide the follow	ing infor	mation.							
Full legal name	of non-individual										
F	Firm NRD number							(if app	licable)		
Indicate whether the person co	mpensated facilitated	the distribut	ion throu	ıgh a fundi	ng port	al or a	n intern	⊐ et-based _i	portal.	✓ No [Yes
b) Business contact info	rmation										
If a firm NRD number is not pr	ovided in Item 8 (a), p	provide the bu	ısiness co	ntact infor	mation	of the	person	being con	npensated.		
Street address	16 Murriverie Roa	d									
Municipality	North Bondi					F	Provinc	e/State	New South	Wales	
Country	Australia				Р	ostal o	code/Z	ip code	2026		
Email address	sms@eveq.com					Telep	hone	number	614878873	37	
c) Relationship to issuer	or investment fun	d manager									
Indicate the person's relationsh the Instructions and the meani	ing of "control" in sections are the section of investment funders	tion 1.4 of NI	45-106 f	or the purp	oses of	comple Insider	eting th	is section. ssuer (otl	ner than an inve	estment fund	d)
☐ Director or officer of ✓ None of the above	the investment fund (or investment	fund ma	anager		Employ	ee of t	he issuer	or investment f	und manage	÷r
d) Compensation details	3										
Provide details of all compensa Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with to Cash commissions p	commissions, securiti uch as clerical, printin he directors, officers o	es-based com g, legal or acc	pensatio counting	n, gifts, dis services. Ai	counts n issuer	or othe	r comp require	ensation. d to ask fo	Do not report po	ayments for	services
Odon odminiodiono p	4,4	01.00					Securit	y code 1	Security code 2	2 Security	code 3
Value of all securiti distributed as compensation			5	Security co	des		W	N T			
Describe	terms of warrants, op	otions or othe	r rights		\$0.30	per sh			e for one share 28, 2022, subj		rcise
Other compensation	on ⁵	De	escribe								
Total compensation pa	4,40	01.00									
Check box if the pe	erson will or may rec	eive any defe	rred con	npensation	(descr	ibe the	terms	below)			
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the second additional securities o	urity codes fo	pensation rall secu	on, <u>excludin</u> urities distri	n <u>g</u> optid ibuted a	ons, wa as com	arrants pensat	or other ri ion, <u>includ</u>	ights exercisabl ding options, wa	e to acquire าrrants or otเ	her

a) Name of person comp	pensated and regi	stration status						
Indicate whether the person co	ompensated is a regis	trant.	✓ No	Y	es			
If the person compensated is a	n individual, provide	the name of the indiv	idual.					
Full legal name of indi	vidual Rosenberg	!	Matthew					
		Family name	Fire	st given nam	е	Secondary	given names	
If the person compensated is n	ot an individual, prov	ide the following info	rmation.					
Full legal name	e of non-individual							
F	Firm NRD number				(if app	icable)		
Indicate whether the person co	mpensated facilitate	d the distribution thro	ugh a funding por	tal or an in	 ternet-based ந	oortal.	No 🗌	Yes
b) Business contact info	rmation							
If a firm NRD number is not pr	rovided in Item 8 (a),	provide the business o	ontact informatio	n of the per	son being con	pensated.		
Street address	7 Lord Howe Stre	et						
Municipality	Dover Heights			Prov	vince/State	New South W	/ales	
Country	Australia		F	Postal cod	le/Zip code	2030		
Email address	mr@eveq.com			Telepho	ne number	0414450241		
c) Relationship to issuer	or investment fun	d manager						
Indicate the person's relationsh the Instructions and the meani	ing of "control" in sec	tion 1.4 of NI 45-106		f completin	g this section.	-		'2) of
Connect with the issu	uer or investment für	id manager		insider or i	ine issuer (oir	ner than an invest	ment iuna)	
Director or officer of	the investment fund	or investment fund m	anager	Employee	of the issuer	or investment fun	d manager	
✓ None of the above								
d) Compensation details	3							
Provide details of all compensa Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with to Cash commissions p	commissions, securit uch as clerical, printir he directors, officers o	es-based compensations, legal or accounting	on, gifts, discounts I services. An issue	or other co r is not req	ompensation. I uired to ask fo	Do not report pay	ments for ser	vices
·	,-	00.00			curity code 1	Security code 2	Security cod	le 3
Value of all securiti distributed as compensation			Security codes	W	N T			
Describe	terms of warrants, o	otions or other rights		per share		or one share at 1, 2022, subjec		ie .
Other compensation	on ⁵	Describe						
Total compensation pa	aid 1,8	00.00						
		eive any deferred co						
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred comp	ruer. Indicate the sec additional securities o	urity codes for all sec						r

a) Name of person comp	ensated and re	egistration statu	IS								
Indicate whether the person cor	mpensated is a re	gistrant.		☐ No		√	Yes				
If the person compensated is an	n individual, provi	de the name of th	ne indivi	dual.							
Full legal name of indiv	ridual										
		Family name			First	given n	ame		Secondary	given names	3
If the person compensated is no	ot an individual, p	rovide the followi	ing infor	mation.							
Full legal name	of non-individu	al Echelon W	ealth P	artners In	C.						
F	irm NRD numb	er 3 2	4	2	0			(if app	licable)		
Indicate whether the person cor	mpensated facilito	ated the distributi	on throu	ugh a fundi	ng port	al or an	internet	:-based	portal. ✓	No [Yes
b) Business contact infor	mation										
If a firm NRD number is not pro	ovided in Item 8 (a), provide the bu	siness co	ontact infor	mation	of the p	person be	eing cor	npensated.		
Street address											
Municipality						Р	rovince	/State			
Country					Р	ostal c	ode/Zip	code			
Email address						Telep	hone nu	umber			
c) Relationship to issuer	or investment f	und manager		J							
Indicate the person's relationsh the Instructions and the meanin Connect with the issu Director or officer of the	ng of "control" in	section 1.4 of NI 4	45-106 f	for the purp	oses of	comple Insider	eting this of the iss	section. suer (ot	-	tment fund)
✓ None of the above											
d) Compensation details											
Provide details of all compensat Canadian dollars. Include cash of incidental to the distribution, sur allocation arrangements with the	commissions, secu ch as clerical, prir ne directors, office	urities-based comp nting, legal or acc rs or employees o	pensatio ounting	on, gifts, dis services. Ai	counts o n issuer	or other is not r	compen	sation. to ask fo	Do not report pay	ments for s	services
Cash commissions pa	1,	3,440.00					Security of	code 1	Security code 2	Security c	ode 3
Value of all securitie distributed as compensatio			(Security co	des		W N	Т			
Describe t	erms of warrants	, options or other	rights		\$0.30	per sh			e for one share a 28, 2022, subjec		rcise
Other compensation	n ⁵	De	escribe								
Total compensation pa	id 13	3,440.00									
Check box if the pe	rson will or may	receive any defe	red con	npensation	(descri	ibe the	terms be	elow)			
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire ac ⁵ Do not include deferred comp	uer. Indicate the s dditional securitie	security codes for	pensatio all secu	on, <u>excludii</u> urities distri	n <u>g</u> optic ibuted a	ons, wa as comp	rrants or pensatio	other ri n, <u>includ</u>	ights exercisable i ding options, warr	o acquire ants or oth	ner

a) Name of person comp	ensated and reg	istration status						
Indicate whether the person co	mpensated is a regi	strant.	☐ No	✓ Yes	i			
If the person compensated is an	n individual, provide	e the name of the indi	vidual.					
Full legal name of indiv	vidual							
		Family name	Firs	t given name		Secondary of	jiven names	_
If the person compensated is no	ot an individual, pro	ovide the following info	ormation.					
Full legal name	of non-individua	Integral Wealth S	Securities Limited					
F	irm NRD number	r 3 1 0			(if app	licable)		
Indicate whether the person co	mpensated facilitate	ed the distribution thre	ough a funding port	al or an inter	 net-based	portal.	No Yes	s
b) Business contact info	rmation							
If a firm NRD number is not pro	ovided in Item 8 (a),	, provide the business	contact information	of the person	n being con	npensated.		
Street address								
Municipality				Provin	ce/State			1
Country			P	ostal code/	Zip code			j
Email address				Telephone	number			
c) Relationship to issuer	or investment fu	nd manager						J
Indicate the person's relationsh the Instructions and the meaning Connect with the issued Director or officer of the None of the above	ng of "control" in se	ection 1.4 of NI 45-106 und manager	for the purposes of	completing t	this section. e issuer (oth	-	ment fund)	r
d) Compensation details								
Provide details of all compensate Canadian dollars. Include cash a incidental to the distribution, sur allocation arrangements with the Cash commissions page.	tion paid, or to be pa commissions, securi ch as clerical, printi ne directors, officers	ties-based compensat ing, legal or accountin	ion, gifts, discounts g services. An issuer	or other com is not requir nsated by the	pensation. I ed to ask fo issuer.	Do not report payı or details about, or	ments for services report on, interno	
Value of all securitie				Secur	rity code 1 N T	Security code 2	Security code 3	
distributed as compensation			Security codes	VV	IN I			
Describe t	erms of warrants, o	options or other rights	-,=	per share u		for one share at 28, 2022, subjec		
Other compensation	n ⁵	Describe						
Total compensation pa	2,7	760.00						
Check box if the pe	erson will or may re	ceive any deferred co	mpensation (descr	ibe the terms	s below)			
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the se dditional securities	curity codes for all se	tion, <u>excluding</u> optic curities distributed a	ons, warrants as compensa	s or other ri _e ation, <u>includ</u>	ghts exercisable t ding options, warra	o acquire ants or other	

a) Name of person comp	ensated	d and regis	tration	status										
Indicate whether the person co	npensate	ed is a regist	rant.			☐ No		√	Yes					
If the person compensated is ar	individu	al, provide t	he name	e of the	indivi	dual.								
Full legal name of indiv	ridual													
		ı	amily na	ame			Firs	t given r	name		Seco	ndary g	given names	3
If the person compensated is no	ot an indi	vidual, provi	de the f	ollowing	infor	mation.								
Full legal name	of non-	individual	PI Fina	ancial (Corp.									
F	irm NR[0 number	5	2	9	0				(if ap	plicable)			
Indicate whether the person co	npensate	ed facilitated	the dist	ribution	throu	ıgh a fundi	ng port	al or a	n interr	 net-based	portal.	√] No [Yes
b) Business contact infor	mation													
If a firm NRD number is not pro	ovided in	Item 8 (a), p	rovide t	he busir	ness co	ontact info	mation	of the	person	being co	mpensated.			
Street address														
Municipality								F	Provin	ce/State				
Country							Р	ostal	code/z	Zip code				
Email address								Telep	hone	number				
c) Relationship to issuer	or inves	stment fund	d mana	ger										
Indicate the person's relationsh the Instructions and the meanin	ng of "cor	ntrol" in sect	ion 1.4 d	of NI 45		-	oses of	compl	eting th	nis sectior	-			
Director or officer of t	he invest	ment fund o	r invest	ment fu	nd ma	anager	П	Emplo	yee of	the issue	r or investme	ent fun	d manage	r
✓ None of the above						J							J	
d) Compensation details														
Provide details of all compensate Canadian dollars. Include cash of incidental to the distribution, su	commissi	ons, securitie	es-basea	compe	nsatio	n, gifts, dis	counts	or othe	r comp	ensation.	Do not repo	rt payı	ments for s	ervices
allocation arrangements with th												,	, ,	
Cash commissions pa	iid	8,46	80.00						Securi	ty code 1	Security co	de 2	Security of	code 3
Value of all securities distributed as compensation					9	Security co	des		W	N T				
·		warrants, op	tions or	other ri	ghts		\$0.30	per sh			e for one sl 28, 2022, s			rcise
Other compensatio	n ⁵			Desc	cribe									
Total compensation pa	id	8,46	0.00											
Check box if the pe	rson will	or may rece	eive any	deferre	d con	npensation	(descr	ibe the	terms	below)				
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire a ⁵ Do not include deferred comp	ier. Indic Idditional	ate the secu securities o	rity cod	les for a	ensatio Il secu	on, <u>excludi</u> urities distr	ng optio	ons, wa as com	arrants pensa	or other i tion, <u>inclu</u>	rights exercis <u>Iding</u> options	sable t s, warra	o acquire ants or oth	ner

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER				
If the issuer is an investment fund	d, do not complete l	Item 9. Procced to	Item 10.					
Indicate whether the issuer is any o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y one).			
✓ Reporting issuer in any juris	sdiction of Canada							
Foreign public issuer								
Wholly owned subsidiary of	a reporting issuer in	any jurisdiction of	Canada ⁶					
Provide nan	ne of reporting issue	r						7
Wholly owned subsidiary of	a foreign public issu	uer ⁶						_
Provide name of	foreign public issue	r						7
Issuer distributing only eligil	ble foreign securities	and the distribution	n is to permitted clie	ents only ⁷				_
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.				
⁶ An issuer is a wholly owned subside securities that are required by law to respectively. ⁷ Check this box if it applies to the collients. Refer to the definitions of "e.	o be owned by its dir urrent distribution evo	rectors, are benefic en if the issuer mad	ially owned by the re de previous distribut	eporting issuer or ti tions of other types	the foreign	public is	ssuer,	
If the issuer is none of the	above, check this b	oox and complete	Item 9(a) - (c).					
a) Directors, executive officer	s and promoters of	of the issuer						
Provide the following information for	•		moter of the issuer T	or locations within	Canada s	tate the	nrovince	or
territory; otherwise state the country.							province	
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individe resident jurisdictio individu	ual or ail n of		onship to	
				Province or	country	D	0	Р
b) Promoter information								
If the promoter listed above is not an within Canada, state the province or								
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual			to promo	
				Province or country	D		C)
c) Residential address of eac	h individual							
Complete Schedule 2 of this form completed report. Schedule 2 also					(a) and (b)	and at	tach to t	he

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	Nextleaf Solutions Ltd.				
Full legal name	Ackerman	Charles			
	Family name	First given name	'	Seconda	ary given names
Title	CFO				
Telephone number	9022226507	Email address	charles	@nextleaf:	solutions.com
Signature	"Charles Ackerman"	Date	2020	06	01
			YYYY	MM	DD

ITEM 11- CONTACT	Person				
. 3		the individual that the secur he individual certifying the re	9)	regulator n	nay contact with any questions
Same as individua	al certifying the report				
Full legal name	Raven	Michael		Title	Solicitor
	Family name	First given name	Secondary given names	•	
Name of company	Beadle Raven LLP				
Telephone number	6048996401	Em	ail address mraven@be	eadlerave	n.com

Notice - Collection and use of personal information

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

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

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

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

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