# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8900133

ITEM 1 - REPORT TYPE											
New report											
Amended report	If amen	ded, pro	vide fi	ling date	e of I	report	that is	being ame	ended 2019 08 23	(YYYY-MM-DD)	
ITEM 2 - PARTY CERTIFYII	NG THE	Repor	Г								
	Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.										
Investment fund issuer											
✓ Issuer (other than an investment fund)											
Item 3 - Issuer Name and Other Identifiers											
Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.											
Full lega	gal name Newtopia Inc.										
Previous full lega	al name										
If the issuer's name changed in the last 12 months, provide most recent previous legal name.											
Website www.Newtopia.com (if applicable)											
If the issuer has a legal entity ide	ntifier <u>,</u> pro	vide below	. Refer t	o Part B o	f the l	Instructio	ons for th	he definition o	of "legal entity identifier".		
Legal entity id	lentifier										
If two or more issuers distributed	a single se	curity, pro	vide the	full legal	name	e(s) of th	e co-issu	er(s) other th	an the issuer named abov	е.	
Full legal name(s) of co-is	ssuer(s)							(if applicable	e)		
ITEM 4 - UNDERWRITER I	NFORM	ATION									
If an underwriter is completing th	ne report, p	rovide the	underw	riter's full	legal	name a	nd firm N	VRD number.		_	
Full legal name											
Firm NRD number							(if app	licable)			
If the underwriter does not have a	a firm NRD	number, j	orovide	the head o	office	contact	informat	tion of the un	derwriter.		
Street address										]	
Municipality		Province/State									
Country					Ī	Pos	tal code	e/Zip code			
Telephone number								Website		(if applicable)	

ITEM 5 - ISSUER INFORMATION										
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.										
a) Primary industry										
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.										
NAICS industry code 8 1 2 1 9 0										
If the issuer is in the <b>mining industry,</b> indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.										
Exploration Development Production										
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.										
Mortgages Real estate Commercial/business debt Consumer debt Private companies										
Cryptoassets										
b) Number of employees										
Number of employees: 0 - 49 🗸 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       4       6       4       4       1										
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										
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
S100M to under \$500M	S500M to under \$1B	\$1B or over

If the issue is an investment fund, provide the following information:     a) Investment fund manager information     Full legal name     Furn NRD number      If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Province/State Guntry Postal code/Zip code Telephone number D Type of investment fund Tree of investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Indicate whether one or both of the following apply to the investment fund. Investment fund issuers Is a UCIT's Fund' 'understaining for the Collective Investment fund issuers Is a UCIT's Fund' 'understaining for the Collective Investment of Transferable Securities funds (UCIT's Funds) are investment funds regulated by the European Union (C) Date of formation and financial year-end of the investment fund Suppresent fund a reporting issuer in any jurisdication of Canada? No Yes It he investment fund a reporting issuer in any jurisdication of Canada? No Yes It he investment fund hars a CUSP number, provide below (first 6 digits only) CUSP number On O Public listing status of the investment fund is a reporting issuer. All All All </th
Full legal name
Firm NRD number (if applicable)   If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.   Street address Municipality   Province/State
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Street address   Municipality   Country   Postal code/Zip code   Telephone number   Website (if applicable) <b>b</b> Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most mestment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive and objective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive and objective Investment fund issuers Is a UCITS Fund' Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directive Investment fund issuers Is a UCITS Fund' Under the investment fund issuers Is a UCITS Fund' VYYY MM DD Indicate whether one or both of the investment fund Is a UCITS Fund' Is a UCITS Fund' VYYY MM DD Is a not objective Investment fund Is a UCITS Funds Is a UCITS Fund' VYYY MM DD Is a not objective Investment fund Is a not objective Investment fund is a reporting issuer. Is a NB NB NC NC NC Is a ND ON ON PE QC
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CUSIP number
name of an exchange and not a trading facility such as, for example, an automated trading system
Exchange name
f) Net asset value (NAV) of the investment fund
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).
L L \$\the under \$\mathbf{S}M \qquad L \qquad \mathbf{S}M \text{ to under \$\mathbf{S}M \qquad \text{ to under \$\mathbf{S}M \qquad \text{to under \$\mathbf{S}M
\$0 to under \$5M       \$5M to under \$25M       \$25M to under \$100M         \$100M to under \$500M       \$500M to under \$1B       \$1B or over       Date of NAV calculation:

## ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

purchasers resident in that jurisdi	nada completes a distribution in a jurisc iction of Canada only. Do not include in which must be disclosed in Item 8. The	ltem 7 securities issue	ed as payment of co	ommissions or fi	nder's fees in						
a) Currency											
Select the currency or currencies i	in which the distribution was made. All	dollar amounts provid	ed in the report m	ust be in Canadi	an dollars.						
Canadian dollar	US dollar 🗌 Euro	Other (describe	e)								
b) Distribution date(s)											
as both the start and end dates. If distribution period covered by the	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 2019 07 26 YYYY MM DD YYYY MM D YYYY M										
c) Detailed purchaser info	rmation										
Complete Schedule 1 of this	s form for each purchaser and a	ttach the schedule	to the complete	ed report.							
d) Types of securities distr	ributed										
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 CUSIP number (if applicable)	Number of securities	Single or lowest price	Highest price	Total amount							
WNT	5,373,935.00	0.7000		3,761,754.50							
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.											
exchangeable Underlying security code security code	Exercise price (Canadian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other i	tems (if applicable)						
	Lowest Highest	· · · · ·			, , ,						
U N T C M S	1.0000		se Ui W Lc	Convertible/ exchangeable security code : UNT Underlying Security Code : WNT Lowest Price: CDN \$1.00 Expiry Date: 2022-05-03							
f) Summary of the distribut	tion 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 or	n	Number of unique <sup>24</sup> purchasers	<sup>a</sup> Total ar	mount (Canadian \$)						
Ontario	NI 45-106 2.3 [Accredited inve	estor]		26	2,331,898.80						
British Columbia	NI 45-106 2.3 [Accredited inve	estor]	2	23	1,085,105.70						
Alberta	NI 45-106 2.3 [Accredited inve	estor]		2	63,000.00						
Manitoba	NI 45-106 2.3 [Accredited inve	estor]		1	245,000.00						
Barbados	NI 45-106 2.3 [Accredited inve	estor]		1	1,750.00						
Hong Kong	NI 45-106 2.3 [Accredited inve	estor]		2	24,500.00						

Taiwan, Provin China	ice Of	NI 45-106 2.3 [Accred	dited investor]		1		10,500.00			
			Total dollar amo	unt of sec	curities dis	stributed		3,761,754.50		
		Total nu	mber of unique purc	hasers <sup>2b</sup>		56				
<sup>2a</sup> In calculating the n	umber of u	nique purchasers per row, co	ount each purchaser onl	y once. Joi	nt purchas	ers may be	counted as one pu	rchaser.		
<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.										
g) Net proceeds to the investment fund by jurisdiction										
If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. <sup>3</sup> If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.										
	Province or country									
	Total net	proceeds to the investme	ent fund							
		s proceeds realized in the ju g the distribution period cov		ributions fo	or which th	ne report is	being filed, less the	e gross		
h) Offering mate	rials - This	s section applies only in S	Saskatchewan, Onta	ario, Québ	bec, New	Brunswic	k and Nova Scot	ia.		
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)	Previou with or del regula (Y/	ator?	d	eviously filed or lelivered YY-MM-DD)			

ITEM 8 - C	Compensation	NFORMATION
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-	defined in NI 45-106) to whom the issuer directly provides, or copies of this page if more than one person was, or will	
Indicate whether any compensation we		
🗌 No 🗹 Yes If	yes, indicate number of persons compensated.	14

a) Name of person comp	ensated and regis	stration	status							
Indicate whether the person co	mpensated is a regist	rant.		No No	[	✓ Yes				
If the person compensated is ar	n individual, provide i	the nam	e of the indivi	dual.						
Full legal name of indiv	ridual									
	L	Family na	ame		First give	en name		Secor	ndary given na	ames
If the person compensated is not an individual, provide the following information.										
Full legal name	of non-individual	Bloom	Burton Sec	urities Inc.						
F	irm NRD number	4	9 6	5	0		(if appl	icable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves										
b) Business contact information										
If a firm NRD number is not pro	ovided in Item 8 (a), p	provide t	the business co	ontact inform	nation of t	the person l	being com	pensated.		
Street address										
Municipality						Province	e/State			
Country				]	Post	al code/Zi	p code			
Email address				]	Те	lephone r	umber			
c) Relationship to issuer	or investment fun	d mana	ager							
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 o	or invest	tment fund ma	anager	Emp	ployee of th	ie issuer o	or investme	ent fund man	ager
None of the above				0		-				C C
d) Compensation details										
Provide details of all compensat Canadian dollars. Include cash o incidental to the distribution, su allocation arrangements with th	commissions, securiti ch as clerical, printin	es-based g, legal (	d compensatic or accounting	on, gifts, disco services. An	ounts or o issuer is n	ther compe not required	nsation. E to ask foi	Do not repor	rt payments	for services
Cash commissions pa	aid 37,9	29.23				Security	code 1	Security co	de 2 Secu	rity code 3
Value of all securitie distributed as compensatio			:	Security code	es	WN	I T			
Describe t	erms of warrants, or	otions or	r other rights	Warrants share. Ex				res at \$0.7	70 per com	mon
Other compensatio	n <sup>5</sup>		Describe							
Total compensation pa	id 37,92	29.23								
Check box if the pe	rson will or may reco	eive any	deferred con	npensation (	describe	the terms b	elow)			
<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	ier. Indicate the secu dditional securities o	urity coa	les for all sect	on, <u>excluding</u> urities distrib	<u>r</u> options, uted as c	warrants c compensatio	or other rig on, <u>includ</u>	nhts exercis i <u>ing</u> options,	able to acqu , warrants of	uire r other

a) Name of person comp	pensated and regis	stration s	status								
Indicate whether the person compensated is a registrant. No Yes											
If the person compensated is an individual, provide the name of the individual.											
Full legal name of indiv	vidual										
		Family nan	ne		First give	en name		Seco	ndary given	names	
If the person compensated is not an individual, provide the following information.											
Full legal name	of non-individual	Clarus	Securities	Inc.							
F	irm NRD number	1	3 1	6	0		(if app	olicable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🔽 No 🗌 Yes											
b) Business contact information											
If a firm NRD number is not pro	ovided in Item 8 (a), j	provide th	e business co	ontact inform	nation of t	the perso	n being cor	mpensated.			
Street address											
Municipality						Provir	nce/State				Ī
Country					Post	al code/	Zip code				Ī
Email address				]	Те	elephone	e number				
c) Relationship to issuer	or investment fun	d manag	ler								_
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	the investment fund	or investm	nent fund ma	anager	— Emp	ployee of	the issuer	or investme	ent fund ma	anager	
✓ None of the above				0	<u> </u>					0	
d) Compensation details											
Provide details of all compensation Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with th	tion paid, or to be pa commissions, securiti ich as clerical, printin	es-based o g, legal or	compensatic r accounting	on, gifts, disco services. An	ounts or o issuer is r	other com not requir	pensation. ed to ask fo	Do not repo	rt payment	s for service	
Cash commissions pa	aid 25,1	52.35				Secu	rity code 1	Security co	ode 2 Sec	curity code 3	
Value of all securitie distributed as compensatio			:	Security code	es	W	N T				
Describe	terms of warrants, or	otions or o	other rights	0							7
Other compensatio	on <sup>5</sup>		Describe	Warrants share. Ex				ares at \$ 0.	70 per co	mmon	
Total compensation pa	aid 25,1	52.35					-				
Check box if the pe	erson will or may rec	eive any o	deferred con	npensation (	describe	the terms	s below)				
											٦
<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 of	urity code	s for all sect								

a) Name of person compen	sated and regis	stration s	status									
Indicate whether the person comp	ensated is a regist	rant.		🗌 No		$\checkmark$	Yes					
If the person compensated is an in	dividual, provide t	he name	of the individ	dual.								
Full legal name of individu	ual											
		Family na	me	1	First	given na	ame		Seco	ndary given	names	
If the person compensated is not an individual, provide the following information.												
Full legal name of	non-individual	INFOR	Financial I	nc.								
Firm	n NRD number	3	6 9	7	0			(if appl	icable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🔽 No 🗌 Yes												
b) Business contact information												
If a firm NRD number is not provid	ded in Item 8 (a), p	provide th	ne business co	ontact inforn	nation	of the p	person b	eing com	pensated.			
Street address												]
Municipality						Pi	rovince	/State				1
Country					Po	ostal c	ode/Zip	code				Ī
Email address						Telepł	none ni	umber				]
c) Relationship to issuer or	investment fund	d manag	ger									
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 o	or investr	nent fund ma	anager			ee of the	e issuer o	or investme	ent fund ma	inager	
✓ None of the above				0							Ū	
d) Compensation details												
Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the c	nmissions, securiti as clerical, printing	es-based g, legal o	compensatio r accounting	n, gifts, disco services. An	ounts o issuer i	or other is not re	comper equired	nsation. E to ask foi	Do not repoi	rt payment	s for services	
Cash commissions paid	25,1	52.35					Security	code 1	Security co	de 2 Sec	curity code 3	
Value of all securities distributed as compensation⁴			S	Security cod	les	\ \	W N	Т				
Describe terr	ns of warrants, op	otions or	other rights	Warrants share. Ex					res at \$ 0.	70 per co	mmon	]
Other compensation <sup>5</sup>			Describe		<u></u>		<u>, , , , , , , , , , , , , , , , , , , </u>					ļ
Total compensation paid	25,18	52.35										
Check box if the perso	on will or may rece	eive any	deferred com	pensation (	descrit	be the t	terms be	elow)				
												]
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer rights exercisable to acquire addi <sup>5</sup> Do not include deferred compen-	Indicate the secu itional securities o	irity code	es for all secu	on, <u>excluding</u> urities distrib	<u>g</u> option buted a	ns, war is comp	rrants or pensatio	r other rig n, <u>includ</u>	nhts exercis ing options	sable to acc , warrants	juire or other	

a) Name of person compens	ated and regis	stration	status									
Indicate whether the person compensated is a registrant. No Yes												
If the person compensated is an ind	ividual, provide i	the nam	e of the indivi	idual.								
Full legal name of individua	al											
		Family na	ame		First	t given na	ame		Seco	ndary given	names	
If the person compensated is not an individual, provide the following information.												
Full legal name of r	on-individual	Beaco	on Securities	s Limited								
Firm	NRD number	1	5 5	4	0			(if appl	icable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves												
b) Business contact information												
If a firm NRD number is not provide	ed in Item 8 (a), p	orovide t	the business c	ontact infor	mation	of the p	person b	eing com	pensated.			
Street address												
Municipality						Р	rovince	/State				
Country					Ρ	ostal c	ode/Zip	o code				
Email address						Telepl	hone n	umber				
c) Relationship to issuer or ir	nvestment fun	d mana	iger									
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 ir	vestment fund o	or invest	tment fund m	anager		Employ	ee of the	e issuer o	or investme	ent fund ma	anager	
$\checkmark$ None of the above				C							Ū	
d) Compensation details												
Provide details of all compensation p Canadian dollars. Include cash comr incidental to the distribution, such as allocation arrangements with the di	nissions, securiti s clerical, printin	es-based g, legal	d compensation or accounting	on, gifts, dis services. Al	counts n issuer	or other • is not r	· comper equired	nsation. E to ask foi	Do not repoi	rt payment	s for servio	ces
Cash commissions paid	17,6	06.64					Security	code 1	Security co	de 2 Se	curity code	3
Value of all securities distributed as compensation <sup>4</sup>				Security co	des		W N	Т				
Describe terms	s of warrants, or	otions or	other rights	Warrant share. E					res at \$ 0.	70 per co	mmon	
Other compensation <sup>5</sup>			Describe			<u> </u>	<u>., ., _</u>					
Total compensation paid	17,60	06.64										]
Check box if the person	will or may reco	eive any	deferred cor	npensation	(descr	ibe the	terms be	elow)				
<sup>4</sup> Provide the aggregate value of all additional securities of the issuer. I rights exercisable to acquire additi <sup>5</sup> Do not include deferred compensa	Indicate the sect onal securities o	urity cod	les for all sec	on, <u>excludii</u> urities distri	ng optic ibuted a	ons, wai as comp	rrants or pensatio	r other rig on, <u>includ</u>	nhts exercis <u>ling</u> options	able to ac , warrants	quire or other	

a) Name of person comper	nsated and regis	tration status					
Indicate whether the person comp	pensated is a regist	rant.	No No	$\checkmark$	Yes		
If the person compensated is an ir	ndividual, provide t	he name of the indi	vidual.				
Full legal name of individ	lual						
		Family name	Fi	rst given r	name	Seco	ondary given names
If the person compensated is not a	an individual, prov	ide the following info	ormation.				
Full legal name of	f non-individual	Haywood Securi	ties Inc.				
Firr	n NRD number	1 6 3	3 0		(if	applicable)	
Indicate whether the person comp	pensated facilitatea	the distribution thre	ough a funding po	rtal or ar	n internet-bas	ed portal.	🖌 No 🗌 Yes
b) Business contact inform	ation						
If a firm NRD number is not provi	ided in Item 8 (a), p	provide the business	contact informatio	on of the	person being	compensated.	
Street address							
Municipality				F	Province/Sta	ite	
Country				Postal o	code/Zip co	de	
Email address				Telep	hone numb	er	
c) Relationship to issuer or	r investment fund	d manager					
Indicate the person's relationship the Instructions and the meaning							onnected" in Part B(2) of
Connect with the issuer				-	•		investment fund)
Director or officer of the	investment fund o	or investment fund r	nanager 🗖	Employ	vee of the iss	uer or investm	ent fund manager
✓ None of the above				1 - 5			
d) Compensation details							
Provide details of all compensation Canadian dollars. Include cash cor incidental to the distribution, such allocation arrangements with the	nmissions, securitie as clerical, printing	es-based compensat g, legal or accountin	ion, gifts, discount g services. An issu	s or othe er is not i	r compensation required to as	on. Do not repo	ort payments for services
Cash commissions paid	29,8	56.64			Security code	1 Security c	ode 2 Security code 3
Value of all securities distributed as compensation⁴			Security codes		W N	Т	
		utions or other rights	Warrants to p share. Expiri			shares at \$ 0	.70 per common
Other compensation⁵		Describe			iay 5, 2022.		
Total compensation paid	29,85	56.64					
Check box if the pers	on will or may rece	eive any deferred co	mpensation (des	cribe the	terms below	)	
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer rights exercisable to acquire add <sup>5</sup> Do not include deferred compert <sup>5</sup> Do not <sup>5</sup> Do n	r. Indicate the secu litional securities o	irity codes for all se					

a) Name of person compensat	ed and registr	ation status						
Indicate whether the person compense	ated is a registra	nt.	No No	$\checkmark$	Yes			
If the person compensated is an indivi	dual, provide the	e name of the ind	ividual.					
Full legal name of individual								]
	Fa	mily name	F	First given n	ame	Seco	ndary given names	1
If the person compensated is not an in	ndividual, provide	e the following in	formation.					
Full legal name of no	n-individual 📗	ndustrial Alliand	e Securities In	С.				
Firm NI	RD number	1 5	4 0 0		(i	f applicable)		
Indicate whether the person compense	ated facilitated t	he distribution the	ough a funding p	ortal or an	n internet-bo	ased portal.	🖌 No 🗌 Yes	
b) Business contact informatio	n							
If a firm NRD number is not provided	in Item 8 (a), pro	ovide the business	contact informat	ion of the	person bein	g compensated.		
Street address								
Municipality				Ρ	Province/St	tate		
Country				Postal o	code/Zip c	ode		
Email address				Telep	hone num	ber		
c) Relationship to issuer or inv	estment fund	manager						
Indicate the person's relationship with the Instructions and the meaning of "o							onnected" in Part B(2) of	
Connect with the issuer or in				_	-		investment fund)	
		-		-				
Director or officer of the inve	estment rund or	investment rund			vee of the is	suer of investme	ent fund manager	
✓ None of the above								
d) Compensation details								
Provide details of all compensation part Canadian dollars. Include cash commiss incidental to the distribution, such as c allocation arrangements with the direct	ssions, securities lerical, printing,	-based compensa legal or accountir	tion, gifts, discour 1g services. An iss	nts or othei uer is not i	r compensat required to d	tion. Do not repo ask for details ab	rt payments for services	l
Cash commissions paid	22,419	9.92			Security cod	le 1 Security co	ode 2 Security code 3	
Value of all securities distributed as compensation <sup>4</sup>			Security codes		W N	Т		
Describe terms o	of warrants, opti	ons or other right	s Warrants to share. Expire				.70 per common	
Other compensation <sup>5</sup>		Describ	e					
Total compensation paid	22,419	.92	L					
Check box if the person w	vill or may receiv	/e any deferred c	ompensation (de	scribe the	terms below	w)		
<sup>4</sup> Provide the aggregate value of all se additional securities of the issuer. Ind rights exercisable to acquire addition <sup>5</sup> Do not include deferred compensati	dicate the securi al securities of t	ty codes for all se	ntion, <u>excluding</u> o ecurities distribute	ptions, wa ed as com <sub>l</sub>	nrrants or oti pensation, <u>i</u>	her rights exercis including options	sable to acquire s, warrants or other	

a) Name of person compe	nsated and registrat	ion status					
Indicate whether the person comp	pensated is a registrant		No No	$\checkmark$	Yes		
If the person compensated is an i	ndividual, provide the n	ame of the indivi	dual.				
Full legal name of individ	dual						
	Fami	ly name	F	First given na	ame	Seco	ondary given names
If the person compensated is not	an individual, provide t	he following infor	mation.				
Full legal name o	f non-individual TD	Securities					
Firr	m NRD number 🛛 💡	5 8 6	0		(if	applicable)	
Indicate whether the person comp	pensated facilitated the	distribution throu	ıgh a funding p	oortal or an	internet-bas	ed portal.	🖌 No 🗌 Yes
b) Business contact inform	nation						
If a firm NRD number is not prov	ided in Item 8 (a), provi	de the business co	ontact informat	tion of the p	person being	compensated.	
Street address							
Municipality				Ρ	rovince/Sta	ite	
Country				Postal c	ode/Zip co	de	
Email address			]	Telepl	hone numb	er	
c) Relationship to issuer of	r investment fund ma	anager	<u> </u>				
Indicate the person's relationship the Instructions and the meaning							onnected" in Part B(2) of
Connect with the issue	r or investment fund m	anager		Insider of	of the issuer	(other than an	n investment fund)
Director or officer of the	e investment fund or in	vestment fund ma	anager	] Employ	ee of the iss	uer or investm	ent fund manager
✓ None of the above							
d) Compensation details							
Provide details of all compensatio Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the	mmissions, securities-bo n as clerical, printing, leg	ased compensatic gal or accounting	n, gifts, discour services. An iss	nts or other uer is not r	compensation equired to as	on. Do not repo	ort payments for services
Cash commissions paid	13,597.5	50			Security code	1 Security c	code 2 Security code 3
Value of all securities distributed as compensation			Security codes				
	rms of warrants, option	 s or other rights					
Other compensation <sup>5</sup>	5	Describe					
Total compensation paid	13,579.5	0	L				]
Check box if the pers	son will or may receive	any deferred con	npensation (de	scribe the	terms below	)	
<sup>4</sup> Provide the aggregate value of additional securities of the issue rights exercisable to acquire add <sup>5</sup> Do not include deferred compen	er. Indicate the security ditional securities of the	codes for all sect					

a) Name of person compe	ensated and regis	stration	status									
Indicate whether the person com	ppensated is a regist	rant.		🗌 No		$\checkmark$	Yes					
If the person compensated is an	individual, provide i	the nam	ne of the indivi	dual.								
Full legal name of indivi	dual											
		Family n	ame		First	given na	ame		Seco	ndary given	names	
If the person compensated is not	t an individual, prov	ide the	following info	mation.								
Full legal name of	of non-individual	Cana	ccord Genui	ty Corp.								
Fir	m NRD number	9	0 0					(if appl	icable)			
Indicate whether the person com	pensated facilitated	l the dis	tribution thro	ugh a fund	ing porta	al or an	interne	t-based p	ortal.	V N		Yes
b) Business contact inforr	nation											
If a firm NRD number is not prov	vided in Item 8 (a), p	orovide	the business c	ontact info	rmation	of the p	person b	eing com	pensated.			
Street address												
Municipality						Р	rovince	/State				
Country					Po	ostal c	ode/Zip	o code				
Email address						Telepl	hone n	umber				
c) Relationship to issuer c	or investment fun	d mana	ager	_					_			
Indicate the person's relationship the Instructions and the meaning									ning of "co	nnected" i	n Part B(2)	) of
Connect with the issue				or are par			-		er than an	investmer	nt fund)	
Director or officer of th			-	anager					or investme			
✓ None of the above				unuger		inploy		000001			anager	
d) Compensation details Provide details of all compensation Canadian dollars. Include cash co incidental to the distribution, succ allocation arrangements with the	ommissions, securiti h as clerical, printin	es-base g, legal	d compensatic or accounting	on, gifts, dis services. A	counts o n issuer	or other is not r	· comper equired	nsation. E to ask fo	Do not repo	rt paymen	ts for servi	ces
Cash commissions pai	d 18,1	30.00					Security	code 1	Security co	ode 2 Se	curity code	3
Value of all securities distributed as compensation			:	Security co	odes		W N	Т				
Describe te	erms of warrants, or	otions o	r other rights	Warran share. E					res at \$ 0.	70 per co	mmon	
Other compensation	5		Describe			-						
Total compensation pai	d 18,1:	30.00										
Check box if the per	son will or may reco	eive ang	y deferred cor	npensatior	ı (descril	be the	terms be	elow)				
<sup>4</sup> Provide the aggregate value of additional securities of the issue rights exercisable to acquire ad <sup>5</sup> Do not include deferred compe- <sup>5</sup> Do not include deferred compe-	er. Indicate the secu Iditional securities o	urity cod	des for all sec									

a) Name of person compens	sated and regis	tration	status									
Indicate whether the person compe	nsated is a regist	rant.		No No		$\checkmark$	Yes					
If the person compensated is an ina	lividual, provide t	he nam	e of the indivi	dual.								
Full legal name of individu	al											
		amily na	ame		First	given na	ame		Seco	ndary given	names	
If the person compensated is not an	individual, prov	de the f	ollowing infor	mation.								
Full legal name of r	non-individual	Raymo	ond James	_td.								
Firm	NRD number	8	2 4	0				(if appl	icable)			
Indicate whether the person compe	nsated facilitatea	the dist	ribution throu	ıgh a fundi	ng porta	al or an	internet	t-based p	ortal.	V N	lo 🗌 )	Yes
b) Business contact information	tion											
If a firm NRD number is not provide	ed in Item 8 (a), p	rovide t	he business co	ontact info	mation	of the p	person b	eing com	pensated.			
Street address												
Municipality						Р	rovince	/State				
Country					Po	ostal c	ode/Zip	o code				
Email address				]		Telepl	hone n	umber				
c) Relationship to issuer or i	nvestment fund	d mana	ger									
Indicate the person's relationship w the Instructions and the meaning o									ning of "co	nnected" ii	ו Part B(2)	of
Connect with the issuer of				<b>r</b> - <b>r</b>			•		er than an	investmer	it fund)	
Director or officer of the in	nvestment fund a	or invest	ment fund ma	anager		Employ	ee of the	e issuer o	or investme	ent fund ma	anager	
$\checkmark$ None of the above				0		. ,					0	
d) Compensation details												
Provide details of all compensation Canadian dollars. Include cash comi incidental to the distribution, such a allocation arrangements with the di	missions, securitie s clerical, printing	es-based g, legal d	l compensatio or accounting	n, gifts, dis services. A	counts c n issuer	or other is not r	<sup>.</sup> comper equired	nsation. E to ask fo	Do not repo	rt paymen	ts for servio	ces
Cash commissions paid	7,00	00.00					Security	code 1	Security co	ode 2 Se	curity code	3
Value of all securities distributed as compensation <sup>4</sup>			:	Security co	des	,	W N	Т				
Describe term	s of warrants, op	tions or	other rights	Warrant share. E					res at \$ 0.	70 per co	mmon	
Other compensation <sup>5</sup>			Describe		1 0	,						$\exists$
Total compensation paid	7,00	00.00		L								
Check box if the persor	n will or may rece	eive any	deferred con	npensation	(descri	be the	terms be	elow)				
<sup>4</sup> Provide the aggregate value of al additional securities of the issuer. rights exercisable to acquire additı <sup>5</sup> Do not include deferred compens	Indicate the secuional securities o	irity cod	les for all sect	on, <u>excludi</u> urities distr	<u>ng</u> optio ibuted a	ons, wai as comp	rrants or pensatio	r other rig on, <u>inclua</u>	nhts exercis iing options	sable to ac , warrants	quire or other	

a) Name of person compo	ensated and regist	tration status						
Indicate whether the person con	npensated is a registr	ant.	No No	🖌 Yes				
If the person compensated is an	individual, provide th	ne name of the indivi	idual.					
Full legal name of indivi	idual							
	F	amily name	Firs	t given name		Secondary	given names	
If the person compensated is not	t an individual, provid	de the following info	rmation.					
Full legal name	of non-individual	CIBC World Mark	ets Inc.					
Fi	rm NRD number	3 8 5	0		(if appli	cable)		
Indicate whether the person con	npensated facilitated	the distribution throu	ugh a funding por	tal or an intern	⊐ et-based p	ortal.	No 🗌 `	Yes
b) Business contact inform	mation							
If a firm NRD number is not pro	vided in Item 8 (a), pi	rovide the business c	ontact informatior	n of the person	being com	pensated.		
Street address								
Municipality				Provinc	e/State			
Country			_   F	Postal code/Z	ip code			$\exists$
Email address				Telephone	number			
c) Relationship to issuer of	or investment fund	manager						
Indicate the person's relationshi the Instructions and the meanin						ning of "connec	ed" in Part B(2)	) of
Connect with the issue	-					er than an inves	tment fund)	
Director or officer of th	ne investment fund o	r investment fund m	anager	Employee of t	he issuer o	or investment fu	nd manager	
✓ None of the above								
d) Compensation details								
Provide details of all compensati Canadian dollars. Include cash co incidental to the distribution, suc allocation arrangements with the	ommissions, securitie h as clerical, printing e directors, officers or	s-based compensation , legal or accounting , employees of a non-	on, gifts, discounts services. An issue	or other compo r is not required	ensation. D d to ask for	o not report pay	ments for servi	ces
Cash commissions pai	id 3,55	3.38		Securit	y code 1	Security code 2	Security code	3
Value of all securities distributed as compensation			Security codes					
	erms of warrants, opt	tions or other rights						
Other compensatior	۱ <sup>5</sup>	Describe						
Total compensation pai	d 3,55	3.38						
Check box if the per	rson will or may rece	ive any deferred cor	npensation (desc	ribe the terms	below)			
<sup>4</sup> Provide the aggregate value o additional securities of the issu rights exercisable to acquire ad <sup>5</sup> Do not include deferred competi- security of the security of the sec	er. Indicate the secu Iditional securities of	rity codes for all sec						

a) Name of person comp	ensated and regist	tration status						
Indicate whether the person cor	mpensated is a registr	ant.	🗌 No	$\checkmark$	Yes			
If the person compensated is an	individual, provide tl	he name of the ind	lividual.					
Full legal name of indiv	idual							
	F	amily name		First given na	ame	Sec	ondary given	names
If the person compensated is no	t an individual, provid	de the following ir	formation.					
Full legal name	of non-individual	BMO Nesbitt B	urns Inc.					
Fi	irm NRD number	2 5	8 0		(if	applicable)		
Indicate whether the person cor	npensated facilitated	the distribution th	rough a funding	portal or an	internet-ba	sed portal.	V N	lo 🗌 Yes
b) Business contact infor	mation							
If a firm NRD number is not pro	ovided in Item 8 (a), p	rovide the busines	s contact inform	ation of the p	person being	compensated.		
Street address								
Municipality				Р	rovince/Sta	ate		
Country				Postal c	ode/Zip co	de		
Email address				Telep	hone num	per		
c) Relationship to issuer	or investment fund	manager						
Indicate the person's relationshi the Instructions and the meaning							onnected" ii	ו Part B(2) of
Connect with the issu	er or investment fund	d manager	[	Insider	of the issue	r (other than ar	n investmer	it fund)
Director or officer of the	he investment fund o	r investment fund	manager	Employ	ee of the iss	suer or investm	ent fund m	anager
✓ None of the above								
d) Compensation details								
Provide details of all compensate Canadian dollars. Include cash c incidental to the distribution, suc allocation arrangements with th	ommissions, securitie ch as clerical, printing e directors, officers or	s-based compens , legal or account : employees of a n	ation, gifts, discol ing services. An i	unts or other ssuer is not r	r compensati required to a	ion. Do not rep sk for details a	ort payment	ts for services
Cash commissions pa	iid 1,85	64.99			Security code	e 1 Security of	ode 2 Se	curity code 3
Value of all securitie distributed as compensatio	-		Security code	s				
-	erms of warrants, op	tions or other righ	ts					
Other compensation	n <sup>5</sup>	Descril	be					
Total compensation pa	id 1,85	4.99						]
Check box if the pe	rson will or may rece	ive any deferred	compensation (d	lescribe the	terms below	/)		
<sup>4</sup> Provide the aggregate value of additional securities of the issu- rights exercisable to acquire ad <sup>5</sup> Do not include deferred comp	er. Indicate the secu dditional securities of	rity codes for all s						

a) Name of person compensa	ited and registra	ation status								
Indicate whether the person compens	sated is a registra	nt.	No No	$\checkmark$	Yes					
If the person compensated is an indiv	vidual, provide the	name of the indivi	idual.							
Full legal name of individual										
	Fa	mily name	Fire	st given na	ame		Secon	dary given	names	
If the person compensated is not an i	ndividual, provide	the following info	rmation.							
Full legal name of no	on-individual	chelon Wealth F	Partners Inc.							
Firm N	IRD number	3 2 4	2 0			(if appli	cable)			
Indicate whether the person compens	sated facilitated th	ne distribution through	ugh a funding por	rtal or an	internet	-based p	ortal.	✓ N	o 🗌	Yes
b) Business contact information	on									
If a firm NRD number is not provided	l in Item 8 (a), pro	vide the business c	ontact informatio	n of the p	person be	eing com	pensated.			
Street address										
Municipality			]	Pi	rovince	/State				
Country			I	Postal c	ode/Zip	code				
Email address				Telepł	hone nı	umber				
c) Relationship to issuer or in	vestment fund i	nanager								
Indicate the person's relationship with the Instructions and the meaning of '							ning of "con	nected" ir	) Part B(2	2) of
Connect with the issuer or				-	-		er than an ir	nvestmen	t fund)	
		-							,	
Director or officer of the inv	estment fund or	nvestment fund m	anager	Employe	ee of the	e issuer o	or investmer	nt fund ma	inager	
✓ None of the above										
d) Compensation details										
Provide details of all compensation po Canadian dollars. Include cash comm incidental to the distribution, such as allocation arrangements with the dire	issions, securities- clerical, printing,	based compensation legal or accounting	on, gifts, discounts services. An issue	or other er is not r	compen equired	isation. D to ask for	o not report	t payment	s for serv	∕ices
Cash commissions paid	1,999	.97			Security of	code 1	Security cod	le 2 Ser	curity code	e 3
Value of all securities distributed as compensation <sup>4</sup>			Security codes		W N	Т				
· _	of warrants, optic	ons or other rights	Warrants to p	urchase	e comm	on shar	es at \$ 0.7	'0 per co	mmon	
			share. Expirir	ng on Ma	ay 3, 20	)22.				
Other compensation <sup>5</sup>		Describe								
Total compensation paid	1,999	.97								
Check box if the person	will or may receiv	e any deferred cor	npensation (desc	ribe the t	terms be	elow)				
<sup>4</sup> Provide the aggregate value of all s additional securities of the issuer. In rights exercisable to acquire addition <sup>5</sup> Do not include deferred compensation.	dicate the securi nal securities of t	ty codes for all sec	on, <u>excluding</u> opt urities distributea	ions, wai ' as comp	rrants or pensatio	other rig n, <u>includ</u>	nhts exercisa ing options,	able to act warrants	quire or other	

a) Name of person compe	nsated and registra	tion status						
Indicate whether the person comp	pensated is a registran	t.	🗌 No	✓ \	Yes			
If the person compensated is an i	ndividual, provide the	name of the indivi	dual.					
Full legal name of individ	lual							
	Fam	ily name	Fir	st given nar	me	Secon	dary given names	
If the person compensated is not	an individual, provide	the following infor	mation.					
Full legal name o	f non-individual Sc	otia Capital Ma	rkets					
Firr	m NRD number	3 4 6	0		(if app	olicable)		
Indicate whether the person comp	pensated facilitated the	e distribution throu	igh a funding poi	rtal or an i	internet-based	portal.	✓ No 🗌	Yes
b) Business contact inform	nation							
If a firm NRD number is not prov	ided in Item 8 (a), prov	ide the business co	ontact informatio	n of the pe	erson being cor	mpensated.		
Street address								
Municipality				Pro	ovince/State			
Country				Postal co	de/Zip code			
Email address				Telepho	one number			
c) Relationship to issuer of	r investment fund m	anager						
Indicate the person's relationship the Instructions and the meaning							nected" in Part B(	2) of
Connect with the issue	r or investment fund m	anager		Insider of	f the issuer (ot	her than an ir	nvestment fund)	
Director or officer of the	e investment fund or ir	vestment fund ma	anager	Employee	e of the issuer	or investmer	nt fund manager	
✓ None of the above								
d) Compensation details								
Provide details of all compensatio Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the	mmissions, securities-b n as clerical, printing, le	ased compensatic gal or accounting	n, gifts, discounts services. An issue	s or other c er is not rec	compensation. quired to ask fo	Do not report	t payments for ser	vices
Cash commissions paid	882.	00		S	ecurity code 1	Security cod	le 2 Security coo	le 3
Value of all securities distributed as compensation			Security codes					
	rms of warrants, optior	 ns or other rights						
Other compensation <sup>5</sup>	;	Describe						
Total compensation paid	I 882.(	00						]
Check box if the pers	son will or may receive	any deferred con	npensation (desc	ribe the te	erms below)			
<sup>4</sup> Provide the aggregate value of additional securities of the issue rights exercisable to acquire add <sup>5</sup> Do not include deferred compen	r. Indicate the security ditional securities of the	codes for all secu						

a) Name of person comp	ensated and registration	on status							
Indicate whether the person con	npensated is a registrant.		No No	$\checkmark$	Yes				
If the person compensated is an	individual, provide the na	me of the indivi	dual.						
Full legal name of indivi	idual								
	Family	name	Fire	st given na	ame		Seconda	ary given nam	ies
If the person compensated is no	t an individual, provide th	e following infor	mation.						
Full legal name	of non-individual GMI	Securities L.	P.						
Fi	rm NRD number 2	1 9	8 0		(	(if applica	ıble)		
Indicate whether the person con	npensated facilitated the a	listribution throu	igh a funding poi	tal or an	internet-b	pased port	tal.	✓ No	Yes
b) Business contact inform	mation								
If a firm NRD number is not pro	ovided in Item 8 (a), provid	e the business co	ontact informatio	n of the p	person beir	ng compe	ensated.		
Street address									
Municipality				Pi	rovince/S	State			
Country				Postal c	ode/Zip c	code			
Email address			]	Telepł	none nun	nber			
c) Relationship to issuer	or investment fund ma	nager							
Indicate the person's relationshi the Instructions and the meanin							ng of "conne	ected" in Pai	rt B(2) of
Connect with the issue	er or investment fund mai	nager		Insider of	of the issu	er (other	than an inv	estment fun	nd)
Director or officer of th	ne investment fund or inve	estment fund ma	anager	Employe	ee of the is	ssuer or i	investment	fund manag	jer
✓ None of the above									
d) Compensation details									
Provide details of all compensati Canadian dollars. Include cash co incidental to the distribution, suc allocation arrangements with the	ommissions, securities-bas ch as clerical, printing, lego	ed compensatio al or accounting	n, gifts, discounts services. An issue	or other er is not r	compenso equired to	ation. Do ask for d	not report p	payments for	r services
Cash commissions pa	id 98.00	)			Security co	de 1 S	Security code	2 Security	code 3
Value of all securitie distributed as compensation		] :	Security codes						
	erms of warrants, options	_ or other rights							
Other compensatior	n <sup>5</sup>	Describe							
Total compensation pai	id 98.00		L						
Check box if the per	rson will or may receive a	」 ny deferred con	npensation (desc	ribe the t	terms belo	ow)			
<sup>4</sup> Provide the aggregate value o additional securities of the issu rights exercisable to acquire ac <sup>5</sup> Do not include deferred compo- <sup>5</sup> Do	er. Indicate the security c dditional securities of the i	odes for all secu							

ITEM 9 - DIRECTORS, EXECU	ITIVE OFFICERS	AND PROMO	TERS OF THE ISS	UER									
If the issuer is an investment fun	d, do not complete	Item 9. Procced to	Item 10.										
Indicate whether the issuer is any c	f the following (sele	ct the one that appli	es - if more than one	applies, select onl	y one).								
Reporting issuer in any juri	sdiction of Canada												
Foreign public issuer													
Wholly owned subsidiary o	f a reporting issuer	in any jurisdiction of	Canada <sup>6</sup>										
Provide nar	me of reporting issu	er						]					
Wholly owned subsidiary o	f a foreign public iss	suer <sup>6</sup>											
Provide name of foreign public issuer													
Issuer distributing only eligible foreign securities and the distribution is to permitted clients only <sup>7</sup>													
If the issuer is at least one of the	If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.												
<sup>6</sup> An issuer is a wholly owned subsid securities that are required by law t respectively. <sup>7</sup> Check this box if it applies to the c clients. Refer to the definitions of "e ✓ If the issuer is none of the	o be owned by its d urrent distribution e eligible foreign secu	irectors, are benefic ven if the issuer ma rity" and "permitted (	ially owned by the re de previous distributi client" in Part B(1) of	eporting issuer or i ions of other types	the foreign	public is	suer,						
a) Directors, executive office	rs and promoters	of the issuer											
Provide the following information fo	·		moter of the issuer. F	or locations withir	n Canada, s	state the	province	or					
territory; otherwise state the country Organization or company name	For "Relationship to	First given name	Secondary given	Officer, "P" – Pron Business loc non-individ residen jurisdictic individu	ation of ual or tail on of		onship to ct all that						
				Province or	country	D	0	Р					
	Ruby	Jeff		Ontario		✓	✓						
	Bennie	Dennis		Ontario		✓							
	Weintraub	Michael		United States		✓							
	Dodo	Lara		Ontario			<ul> <li>✓</li> </ul>						
	Bennie	Rikki		Ontario			✓						
	Seider	Peter		Ontario			<ul> <li>✓</li> </ul>						
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 Province or	(select o		to promo oth if appl	licable)					
				country	D		С	)					
c) Residential address of eac	n individual												

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

#### **ITEM 10 - CERTIFICATION**

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	Newtopia Inc.	wtopia Inc.										
Full legal name	Ruby											
	Family name	First given name	·	Seconda	ry given n	ames						
Title	Chief Executive Officer											
Telephone number	8886398181	Email address	jruby@n	ewtopia.c	om							
Signature	Jeff Ruby	Date	2019	09	19							
			YYYY	MM	DD							

### **ITEM 11- CONTACT PERSON**

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name	Bhargava	Priyanka		Title	Securities Clerk
	Family name	First given name	Secondary given	names	
Name of company	Goodmans LLP				
Telephone number	4168496977	En	nail address pbr	nargava@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.