Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8560499

ITEM 1 - REPORT TYPE					
☐ New report					
Amended report If amended, provide filing date of report that is being amended 2018 07 24 (YYYY-MM-DD)					
ITEM 2 - PARTY CERTIFYING THI	E REPORT				
Indicate the party certifying the report (sellonstrument 81-106 Investment Fund Conti		-	vestment fund, refer to section 1.	1 of National	
☐ Investment fund issuer	nadas Bisciosare and the comp	amon policy to 141 or 100.			
✓ Issuer (other than an investment of the sum of th	stment fund)				
☐ Underwriter	· · · · · · · · · · · · · · · · · · ·				
ITEM 3 - ISSUER NAME AND OT	HED IDENTIFIEDS				
Provide the following information about the		vestment fund, about the fund			
Full legal name					
Previous full legal name	7 Apogoo opportamilios I				
If the issuer's name changed in the	e last 12 months, provide most	recent previous legal name			
Website	tust 12 months, provide most		La		
		(if applicab			
If the issuer has a legal entity identifier, pr Legal entity identifier	ovide below. Refer to Part B of t	the Instructions for the definition	of "legal entity identifier".		
If two or more issuers distributed a single s					
Full legal name(s) of co-issuer(s)		(if applicab	le)		
ITEM 4 - UNDERWRITER INFORM	MATION				
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm NRD number	:		
Full legal name					
Firm NRD number	Firm NRD number (if applicable)				
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.					
Street address					
Municipality		Province/State			
Country		Postal code/Zip code			
Telephone number		Website	(if a	applicable)	

TEM 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 2 1 2 9 9
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.
✓ Exploration ☐ Development ☐ Production
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.
☐ Mortgages ☐ Real estate ☐ Commercial/business debt ☐ Consumer debt ☐ Private companies
☐ Cryptoassets
b) Number of employees
Number of employees: ✓ 0 - 49 ☐ 50 - 99 ☐ 100 - 499 ☐ 500 or more
c) SEDAR profile number
Does the issuer have a SEDAR profile?
No
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 YYYY MM DD Financial year-end 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

TEM 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 of the investment fund					
If the investment fund has a	CUSIP number, provide below (first 6 digits only)				
	CUSIP number				
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's 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				
-	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) Currency				
Select the currency or c	urrencies in which the dis	tribution was made.	All dollar amounts provided in	the report must be in Canadian dollars.
✓ Canadian dollar	US dollar	Euro	Other (describe)	
b) Distribution dat	e(s)			

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.

06

MM

29

DD

 Start date
 2018
 06
 29
 End date
 2018

 YYYY
 MM
 DD
 YYYY

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 CUSIP number (if applicable)			Description of security	Number of securities	Single or lowest price	Highest price	Total amount
U	В	S	03766L119	Special Units - Each one special unit exchanged for one unit of the Issuer and each unit is comprised of one common share and one warrant of the resulting issuer	9,908,250.00	0.4000	0.4000	3,963,300.00

e) Details of rights and convertible/exchangeable securities

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

ex	xch	vertib angea ırity c	able		derlyi			se price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
							Lowest	Highest			
W	V	Z	Т	С	М	S	0.8000	0.8000	2020-12-31	1:1	Each warrant entitles the holder to one resulting issuer share. For more information, please see the issuer's news release which was filed on SEDAR on June 29, 2018.

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 ^{2ª} purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	27	643,200.00
Alberta	NI 45-106 2.3 [Accredited investor]	41	1,766,100.00
Ontario	NI 45-106 2.3 [Accredited investor]	26	1,424,000.00

Québec	5	130,000.00	
	Total dollar amount of se	curities distributed	3,963,300.00
	Total number of unique purchasers ^{2b}	99	

^{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.

ITEM 8 - COMPENSATION INFORMATION	
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, on the distribution. Complete additional copies of this page if more than one person was, or will	
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.	
No ✓ Yes If yes, indicate number of persons compensated.	11

a) Name of person comp	ensated and regis	stration	status									
Indicate whether the person compensated is a registrant. ☐ No ✓ Yes												
If the person compensated is an	individual, provide	the nam	e of the	individ	dual.							
Full legal name of indiv	idual											
		Family na	ame			Firs	t given r	name		Secondary	given nam	nes
If the person compensated is no	t an individual, prov	ide the f	following	g infori	mation.							
Full legal name	of non-individual	Canad	cord G	enuit	y Corp./0	Corpor	ation (Canacco	ord Geni	uity		
Fi	irm NRD number	9	0	0					(if appl	icable)		
Indicate whether the person cor	mpensated facilitated	the dist	ı tribution	throu	gh a fund	ing port	tal or a	ı n interne	ı et-based p	oortal. 🗸	No	Yes
b) Business contact infor	mation											
If a firm NRD number is not pro	ovided in Item 8 (a), p	provide t	he busir	ness co	ntact info	rmatior	of the	person b	peing com	pensated.		
Street address												
Municipality							F	Province	e/State			
Country						F	Postal	code/Zi	p code			
Email address							Telep	hone n	umber			
c) Relationship to issuer	or investment fun	d mana	iger									
Indicate the person's relationshi the Instructions and the meanir										ning of "connect	ed" in Pa	rt B(2) of
Connect with the issu	er or investment fur	nd mana	ger				Insider	of the is	ssuer (oth	er than an inves	tment fur	nd)
Director or officer of the	he investment fund	or invest	tment fu	ınd ma	nager		Employ	ee of th	e issuer o	or investment fur	nd manaç	ger
✓ None of the above												
d) Compensation details												
Provide details of all compensat	ion paid, or to be pa	id, to the	e person	identi	fied in Itei	n 8(a) ii	n conne	ection wi	th the dis	tribution. Provide	all amou	unts in
Canadian dollars. Include cash c incidental to the distribution, suc	rommissions, securiti ch as clerical, printin	es-based g, legal (d compe or accou	nsatio Inting	n, gifts, di services. A	scounts In issue	or othe r is not	r compe required	nsation. L to ask fo	Do not report pay	ments for	r services
allocation arrangements with the Cash commissions pa		61.25	yees of c	ı non-	ιπαινιαμαι	compe	nsatea	by the is:	suer.			
·		01.23					-	Security		Security code 2	Security	y code 3
Value of all securitie distributed as compensatio				5	Security co	odes		W	I T			
Describe to	erms of warrants, op	otions or	other ri	ights	the Issu	er at the	he pric e Issue	e of \$0	.40 per ι	titles the holde unit. For more se which was fi	informat	tion,
Other compensation	n ⁵ 50,0	00.00	Des	cribe	Finder's	fee						
Total compensation pa	id 40,9	61.25										
✓ Check box if the pe	rson will or may rec	eive any	deferre	ed com	npensatio	n (desci	ribe the	terms b	elow)			
This agent is entit closing of the district 29, 2018.												
⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire ac ⁵ Do not include deferred comp	ier. Indicate the sec Idditional securities o	urity cod	les for a									

a) Name of person comp	ensated and regis	tration	status									
Indicate whether the person compensated is a registrant. No Yes												
If the person compensated is ar	n individual, provide t	he name	e of the	indivia	lual.							
Full legal name of indiv	ridual											
		Family na	ame			Firs	t given n	ame		Secondary	given names	
If the person compensated is no	ot an individual, prov	ide the f	ollowing	j inforr	nation.							
Full legal name	of non-individual	BMO I	Nesbitt	Burns	s Inc.							
F	irm NRD number	2	5	8	0				(if app	licable)		
Indicate whether the person co	mpensated facilitated	the dist	tribution	throu	 gh a fund	I ling port	tal or ar	ı ı interne	յ et-based բ	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	ntact info	ormation	of the	person b	eing con	npensated.		
Street address												
Municipality							P	rovince	e/State			
Country						F	ostal o	ode/Zi	p code			
Email address							Telep	hone n	umber			$\overline{}$
c) Relationship to issuer	or investment fund	d mana	ger									
Indicate the person's relationsh the Instructions and the meanir	•			_	-					ning of "connect	ed" in Part B	(2) of
Connect with the issu	er or investment fun	d mana	ger				Insider	of the is	suer (oth	ner than an inves	tment fund)	
Director or officer of t	he investment fund o	or invest	ment fu	nd ma	nager	П	Employ	ee of th	e issuer	or investment fu	nd manager	
✓ None of the above						_						
d) Compensation details												
Provide details of all compensat		d to the	nerson	identit	fied in Ite	m 8(a) ii	n conne	ction wi	th the dis	tribution Provide	all amounts	s in
Canadian dollars. Include cash of incidental to the distribution, su allocation arrangements with the	commissions, securitions chas clerical, printing	es-basea g, legal o	l compe or accou	nsatioi ınting s	n, gifts, di services. A	iscounts An issuei	or othe r is not i	r compe required	nsation. I to ask fo	Do not report pay	ments for se	rvices
Cash commissions pa		37.50	, ccs 0, c			compe	,satea e				1	
·								Security W N		Security code 2	Security cod	de 3
Value of all securitie distributed as compensatio	-			S	Security c	odes	L	W				
Describe t	erms of warrants, op	otions or	other ri	ights	the Issi	uer at tl see the	he pric e Issue	e of \$0	.40 per	tles the holder unit. For more se which was f	information	١,
Other compensatio	n ⁵		Desc	cribe								
Total compensation pa	7,68	37.50										
✓ Check box if the pe	erson will or may rece	eive any	deferre	ed com	pensatio	n (descr	ibe the	terms b	elow)			
This agent is entit closing of the dist 29, 2018.	led to an aggregaribution and the re											;
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire at ⁵ Do not include deferred comp	uer. Indicate the secu dditional securities o	ırity cod	les for a									ır

a) Name of person comp	ensated and reg	istration status			
Indicate whether the person con	npensated is a regis	strant.	☐ No	✓ Yes	
If the person compensated is an	individual, provide	the name of the indi	vidual.		
Full legal name of indiv	dual				
		Family name	Fi	rst given name	Secondary given names
If the person compensated is no	t an individual, pro	vide the following inf	ormation.		
Full legal name	of non-individual	Mackie Researc	n Capital Corpo	ration/Corporation M	Mackie Recherche Capital
Fi	rm NRD number	3 0 7	7 0	(if a	pplicable)
Indicate whether the person con	npensated facilitate	ed the distribution thr	ough a funding po	rtal or an internet-base	ed portal. Ves
b) Business contact infor	mation				
If a firm NRD number is not pro	vided in Item 8 (a),	provide the business	contact informatio	on of the person being o	compensated.
Street address					
Municipality				Province/Stat	te
Country				Postal code/Zip cod	le
Email address				Telephone number	er
c) Relationship to issuer	or investment fur	nd manager			
Indicate the person's relationshi the Instructions and the meanin					neaning of "connected" in Part B(2) of on.
Connect with the issue	er or investment fu	nd manager		Insider of the issuer	(other than an investment fund)
Director or officer of the	e investment fund	or investment fund r	nanager	Employee of the issu	er or investment fund manager
None of the above					
d) Compensation details					
Canadian dollars. Include cash c	ommissions, securit h as clerical, printil	ties-based compensating, legal or accountin	ion, gifts, discount g services. An issu	s or other compensatio er is not required to ask	distribution. Provide all amounts in n. Do not report payments for services k for details about, or report on, internal
Cash commissions pa		300.00			
Value of all securitie		<u> </u>		Security code 1	
distributed as compensation	-		Security codes	VV 1V 1	
Describe te	erms of warrants, o	options or other rights	the Issuer at	the price of \$0.40 period in the lessuer's news release	titles the holder to one unit of er unit. For more information, ease which was filed on SEDAR
Other compensation	n ⁵	Describe	,		
Total compensation pai	d				
✓ Check box if the per	son will or may red	ceive any deferred co	ompensation (des	cribe the terms below)	
					ompensation was paid on See press release filed June
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire additional securities.	er. Indicate the sec	curity codes for all se			r rights exercisable to acquire cluding options, warrants or other

⁵Do not include deferred compensation.

a) Name of person comp	ensated and regis	tration	status									
Indicate whether the person cor	mpensated is a regist	rant.			☐ No		✓	Yes				
If the person compensated is an	ı individual, provide t	he name	of the	individ	dual.							
Full legal name of indiv	ridual											
		amily na	me			Firs	t given n	ame		Secondary	given names	
If the person compensated is no	ot an individual, prov	de the fo	ollowing	infori	mation.							
Full legal name	of non-individual	Ullman	Wealt	th Ma	nageme	nt Inc.						
F	irm NRD number	5	7	7	2	0			(if app	licable)		
Indicate whether the person cor	npensated facilitated	the disti	ribution	throu	gh a fund	ing port	L tal or ar	ı interne	l t-based _l	portal.	No] Yes
b) Business contact infor	mation											
If a firm NRD number is not pro	ovided in Item 8 (a), p	rovide tł	he busin	ess co	ntact info	rmatior	of the	person b	eing con	npensated.		
Street address												
Municipality							Р	rovince	e/State			
Country						F	ostal o	ode/Zi _l	o code			
Email address							Telep	hone n	umber			_
c) Relationship to issuer	or investment fund	d mana	ger									
Indicate the person's relationshi the Instructions and the meanir	•			-	-					ning of "connect	ed" in Part B	3(2) of
Connect with the issu	er or investment fun	d manag	ger				Insider	of the is	suer (oth	ner than an inves	tment fund)	
Director or officer of the	he investment fund o	or investr	ment fu	nd ma	nager	П	Employ	ee of th	e issuer	or investment fu	nd manager	
✓ None of the above					J						· ·	
<u> </u>												
d) Compensation details Provide details of all compensat	ion naid or to be nai	d to the	nerson	identii	fied in Iter	n 8(a) ii	n conne	ction wi	th the dis	tribution Provide	e all amounts	s in
Canadian dollars. Include cash of incidental to the distribution, sur allocation arrangements with the	commissions, securitions chas clerical, printing	es-based g, legal o	compei or accou	nsatioi nting :	n, gifts, dis services. A	scounts In issue	or othe r is not i	r compei required	nsation. I to ask fo	Do not report pay	ments for se	rvices
Cash commissions pa		25.00								0 " 10	T 0 ''	1.0
Value of all securitie							F	Security W N		Security code 2	Security co	de 3
distributed as compensatio	-			S	Security co	odes	L	** 1	'			
Describe t	erms of warrants, op	tions or	other ri	ghts	the Issu	er at the	he pric e Issue	e of \$0	.40 per	tles the holder unit. For more se which was f	information	۱,
Other compensation	n ⁵		Desc	ribe								
Total compensation pa	id 13,12	25.00										
✓ Check box if the pe	rson will or may rece	eive any	deferre	d com	pensation	ı (desci	ribe the	terms b	elow)			
This agent is entit closing of the dist 29, 2018.												÷
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire ac ⁵ Do not include deferred comp	uer. Indicate the secu dditional securities o	ırity code	es for al									er

a) Name of person comp	ensated and regis	stration	status										
Indicate whether the person compensated is a registrant. ☐ No ✓ Yes													
If the person compensated is ar	individual, provide	the nam	e of the	individ	dual.								
Full legal name of indiv	ridual												
		Family n	ame			Firs	t given r	ame		Secon	dary given	names	
If the person compensated is no	ot an individual, prov	ide the f	following	g infori	mation.								
Full legal name	of non-individual	Foste	r & Ass	ociate	es Finan	cial Se	rvices	Inc./Se	rvices F	inanciers F	oster &	Associ	ies
F	irm NRD number	5	0	0	0				(if appl	icable)			
Indicate whether the person co	mpensated facilitated	the dis	tribution	throu	gh a fund	ing port	tal or a	ı interne	ı et-based p	ortal.	✓ N	o [Yes
b) Business contact infor	mation												
If a firm NRD number is not pro	ovided in Item 8 (a), p	orovide i	the busir	ness co	ntact info	rmatior	of the	person b	peing com	pensated.			
Street address													
Municipality							F	rovince	e/State				
Country						F	Postal o	code/Zi	p code				
Email address							Telep	hone n	umber				
c) Relationship to issuer	or investment fun	d mana	ager										
Indicate the person's relationsh the Instructions and the meanir	•				-					ning of "con	nected" ir	Part B	(2) of
Connect with the issu	er or investment fur	ıd mana	ger				Insider	of the is	ssuer (oth	er than an i	าvestmen	t fund)	
Director or officer of t	he investment fund	or inves	tment fu	ınd ma	nager		Employ	ee of th	e issuer o	or investmer	nt fund ma	anager	
✓ None of the above													
d) Compensation details													
Provide details of all compensat	ion paid, or to be pa	id, to the	e person	identij	fied in Iter	n 8(a) ii	n conne	ction wi	th the dis	tribution. Pro	ovide all a	mounts	s in
Canadian dollars. Include cash of incidental to the distribution, su													
allocation arrangements with th											.,,	,	
Cash commissions pa	aid 3,1	87.50						Security	code 1	Security coo	le 2 Sec	curity co	de 3
Value of all securities distributed as compensation	-			S	Security co	odes		W	Т				
•	erms of warrants, or	otions o	r other ri	iahte	15 029	warrar	ote Eo	ch wor	ant ontit	les the hol	dor to or		of
Describe t	erms of warrants, of	Diloris Oi	othern	igrits	the Issu	er at the	he pric e Issue	e of \$0	.40 per ι	unit. For mage which wa	ore infori	mation	١,
Other compensatio	n ⁵		Des	cribe									
Total compensation pa	id 3,1	87.50											
✓ Check box if the pe	rson will or may rec	eive any	deferre	ed com	npensatio	n (desci	ribe the	terms b	elow)				
This agent is entitled to an aggregate of \$6,375.00 in cash; however, 50% of the cash compensation was paid on closing of the distribution and the remaining 50% will be paid on the closing of the RTO. See press release filed June 29, 2018.													
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire at ⁵ Do not include deferred comp	uer. Indicate the sec additional securities o	urity cod	des for a										er.

a) Name of person comp	ensated and regis	stration	status										
Indicate whether the person compensated is a registrant. ☐ No ✓ Yes													
If the person compensated is ar	individual, provide	he nam	e of the	individ	dual.								
Full legal name of indiv	ridual												
		Family na	ame		-	Firs	st given n	ame	I	Secondary given names			
If the person compensated is no	ot an individual, prov	ide the f	following	g infori	mation.								
Full legal name	of non-individual	RBC (Capital	Mark	ets, LLC								
F	irm NRD number	8	2	7	0				(if appl	icable)			
Indicate whether the person co	mpensated facilitated	the dis	ı tributior	n throu	gh a fund	ling por	tal or ar	ı ı interne	ı et-based p	ortal. 🔽 No 🗌 Y	es		
b) Business contact infor	mation												
If a firm NRD number is not pro	ovided in Item 8 (a), p	orovide t	he busii	ness co	ntact info	rmation	of the	person l	peing com	pensated.			
Street address													
Municipality							F	rovince	e/State		٦		
Country						F	Postal o	code/Zi	p code				
Email address							Telep	hone n	umber		Ī		
c) Relationship to issuer	or investment fun	d mana	iger										
Indicate the person's relationsh the Instructions and the meanin	•				-					ning of "connected" in Part B(2) (of		
Connect with the issu	er or investment fur	d mana	ger				Insider	of the is	suer (oth	er than an investment fund)			
Director or officer of t	he investment fund	or invest	tment fu	ınd ma	nager		Employ	ee of th	e issuer o	or investment fund manager			
✓ None of the above						_							
d) Compensation details													
incidental to the distribution, su	commissions, securiti ch as clerical, printin	es-based g, legal	d compe or accou	nsatio unting	n, gifts, di services. A	scounts An issue	or othe r is not i	r compe required	nsation. E to ask for	tribution. Provide all amounts in Oo not report payments for service r details about, or report on, inter			
allocation arrangements with the			yees of a	a non-	ındıvıdua	: compe	nsatea l	by the is.	suer.				
Cash commissions pa		62.50						Security		Security code 2 Security code 3			
Value of all securitie distributed as compensation	-			9	Security c	odes		W	I T				
Describe t	erms of warrants, op	otions o	other r	ights	the Issu	uer at t see the	he pric e Issue	e of \$0	.40 per ι	les the holder to one unit of unit. For more information, e which was filed on SEDAR	₹		
Other compensatio	n ⁵		Des	cribe									
Total compensation pa	8,0	62.50									_		
✓ Check box if the pe	rson will or may rec	eive any	deferre	ed com	pensatio	n (desc	ribe the	terms b	elow)				
	This agent is entitled to an aggregate of \$16,125.00 in cash; however, 50% of the cash compensation was paid on closing of the distribution and the remaining 50% will be paid on the closing of the RTO. See press release filed June 29, 2018.												
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sec additional securities o	ırity cod	les for a										

a) Name of person comp	pensated and reg	istration status			
Indicate whether the person co	mpensated is a regis	strant.	☐ No	✓ Yes	
If the person compensated is an	n individual, provide	the name of the indivi	dual.		
Full legal name of indiv	vidual				
		Family name	First	given name	Secondary given names
If the person compensated is no	ot an individual, pro	vide the following infor	rmation.		
Full legal name	of non-individual	Echelon Wealth P	artners Inc.		
F	rirm NRD number	3 2 4	2 0	(if app	licable)
Indicate whether the person co	mpensated facilitate		ugh a funding porto	al or an internet-based	portal.
b) Business contact infor	rmation				
If a firm NRD number is not pro	ovided in Item 8 (a),	provide the business c	ontact information	of the person being cor	npensated.
Street address					
Municipality				Province/State	
Country			P	ostal code/Zip code	
Email address				Telephone number	
c) Relationship to issuer	or investment fur	nd manager			
Indicate the person's relationsh the Instructions and the meani					aning of "connected" in Part B(2) of
Connect with the issu	uer or investment fu	nd manager	□ ¹	nsider of the issuer (ot	ner than an investment fund)
Director or officer of t	the investment fund	or investment fund ma	anager	Employee of the issuer	or investment fund manager
✓ None of the above			- <u> </u>		
d) Compensation details					
		aid to the nerson ident	ified in Item 8(a) in	connection with the di	stribution. Provide all amounts in
Canadian dollars. Include cash	commissions, securit Ich as clerical, printil	ties-based compensationg, legal or accounting	on, gifts, discounts o services. An issuer	or other compensation. is not required to ask fo	Do not report payments for services or details about, or report on, internal
Cash commissions pa	aid 4,	500.00		Security code 1	Security code 2 Security code 3
Value of all securitie	25		_	W N T	Security code 2 Security code 3
distributed as compensation			Security codes		
Describe t	terms of warrants, c	options or other rights	the Issuer at th	ne price of \$0.40 per Issuer's news relea	tles the holder to one unit of unit. For more information, se which was filed on SEDAR
Other compensatio	n ⁵	Describe			
Total compensation pa	aid 4,5	500.00			
✓ Check box if the pe	erson will or may red	ceive any deferred cor	npensation (descri	be the terms below)	
					pensation was paid on e press release filed June
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sec additional securities	curity codes for all sec			

a) Name of person compe	nsated and regi	stration status							
Indicate whether the person com	pensated is a regis	strant.	☐ No	✓	Yes				
If the person compensated is an i	ndividual, provide	the name of the indiv	idual.						
Full legal name of individ	dual								
		Family name		First given	name		Secondary of	given names	
If the person compensated is not	an individual, pro	vide the following info	rmation.						
Full legal name o	f non-individual	Gravitas Securitie	es Inc.						
Fin	m NRD number	2 6 2	6	0		(if app	licable)		
Indicate whether the person com	pensated facilitate	d the distribution thro	ugh a fundin	g portal or o	an internet	-based _l	portal.	No [Yes
b) Business contact inform	nation								
If a firm NRD number is not prov	ided in Item 8 (a),	provide the business o	ontact inforn	nation of the	e person be	eing con	npensated.		
Street address									
Municipality					Province	/State			
Country			Ī	Postal	code/Zip	code			
Email address			Ī	Tele	phone nu	ımber			
c) Relationship to issuer o	r investment fur	nd manager							
Indicate the person's relationship the Instructions and the meaning Connect with the issue Director or officer of the	of "control" in sec	ction 1.4 of NI 45-106 nd manager	for the purpo	ses of comp	pleting this er of the iss	section. suer (oth	-	ment fund))
d) Compensation details									
Provide details of all compensation Canadian dollars. Include cash continuous incidental to the distribution, such allocation arrangements with the Cash commissions paid Value of all securities	mmissions, securit n as clerical, printin directors, officers	ries-based compensati ng, legal or accounting or employees of a non 187.50	on, gifts, disco g services. An -individual co	ounts or oth issuer is no ompensatea	er compen t required t	sation. I to ask fo uer.	Do not report payr	ments for se	ervices internal
distributed as compensation			Security cod	es		'			
Describe te	rms of warrants, o	options or other rights	Issuer at	the price on the the last	of \$0.40 p	er unit	the holder to o . For more information in the second in th	mation,	
Other compensation ⁵	5	Describe							
Total compensation paid	1	87.50							
✓ Check box if the pers	son will or may red	ceive any deferred co	mpensation (describe th	e terms be	elow)			
This agent is entitle of the distribution a									
⁴ Provide the aggregate value of additional securities of the issue	r. Indicate the sec	curity codes for all sec							er

rights exercisable to acquire additional securities of the issuer. ⁵Do not include deferred compensation.

a) Name of person comp	ensated and regis	tration	status									
Indicate whether the person compensated is a registrant. No Yes												
If the person compensated is an	individual, provide i	the nam	e of the	individ	lual.							
Full legal name of indiv	ridual											
		Family n	ame			Firs	t given	name		Second	lary given n	ames
If the person compensated is no	ot an individual, prov	ide the f	following	g inforr	mation.							
Full legal name	of non-individual	Indust	trielle A	Ilianc	e Valeur	s Mobi	lieres	Inc./Inc	lustrial A	Alliance Sec	urities Ind	C.
F	irm NRD number	1	5	4	0	0			(if app	licable)		
Indicate whether the person cor	mpensated facilitated	the dis	tribution	throu	gh a fund	ing port	tal or a	ın interne	et-based	portal.	✓ No	Yes
b) Business contact infor	mation											
If a firm NRD number is not pro	ovided in Item 8 (a), p	orovide i	the busir	ness co	ntact info	rmation	of the	e person l	being cor	mpensated.		
Street address												
Municipality								Provinc	e/State			
Country						Р	ostal	code/Zi	p code		<u> </u>	
Email address							Tele	phone r	number			
c) Relationship to issuer	or investment fun	d mana	ager									
Indicate the person's relationsh the Instructions and the meanir	•			-	-					-	nected" in	Part B(2) of
Connect with the issu	er or investment fun	d mana	iger				Inside	r of the is	ssuer (ot	her than an ir	vestment	fund)
Director or officer of the	he investment fund o	or inves	tment fu	ınd ma	nager	П	Emplo	yee of th	ne issuer	or investmen	t fund mar	nager
✓ None of the above					-							
d) Compensation details												
Provide details of all compensate Canadian dollars. Include cash of incidental to the distribution, sur allocation arrangements with the	commissions, securiti ch as clerical, printin	es-based g, legal	d compe or accou	nsatioi inting :	n, gifts, dis services. A	scounts In issuer	or oth	er compe trequired	ensation. I to ask fo	Do not report	payments	for services
Cash commissions pa	aid 56,7	97.50					[Security	code 1	Security code	e 2 Secu	urity code 3
Value of all securities	es			c	Security co	odoc		WN				
distributed as compensatio	n⁴					Jues	l					
Describe t	erms of warrants, op	otions o	r other ri	ights	the Issu	er at the	he pri e Issu	ce of \$0	.40 per	utitles the ho unit. For mo se which wa	re inform	nation,
Other compensation	n ⁵		Desc	cribe								
Total compensation pa	id 56,79	97.50										
✓ Check box if the pe	rson will or may reco	eive any	/ deferre	ed com	pensation	ı (descr	ibe the	e terms b	pelow)			
This agent is entit closing of the dist 29, 2018.												
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire ac ⁵ Do not include deferred comp	ier. Indicate the secu dditional securities o	irity cod	des for a									

a) Name of person comp	ensated and regis	tration s	status									
Indicate whether the person compensated is a registrant. No Ves												
If the person compensated is ar	n individual, provide t	he name	of the i	ndivia	lual.							
Full legal name of indiv	ridual											
		Family nar	me			Firs	t given n	ame		Secondary	given names	
If the person compensated is no	ot an individual, prov	de the fo	llowing	inforr	nation.							
Full legal name	of non-individual	PI Fina	ncial C	orp./	Corpora	tion Fi	nancie	re PI				
	irm NRD number	5	2	9					(if app	licable)		
						/·	<u> </u>	. :]		7 No 🗀	l Voc
Indicate whether the person con	•	trie atstr	ibution	trirou	gri a juna	ung por	ut or ar	ınterne	ı-vasea p	oortal. <u>✓</u>	´ No _	Yes
b) Business contact infor		manida tla	a busin		ntaat infa	was ation	of the			an an sate d		
If a firm NRD number is not pro	oviaea in item 8 (a), p	proviae tn	e busin	ess co.	ntact info	rmatior	i of the	person t	eing con	npensatea.		
L												
Municipality							P	Province	e/State			
Country						F	Postal o	code/Zi	p code			
Email address							Telep	hone n	umber			
c) Relationship to issuer	or investment fund	d manag	ger									
Indicate the person's relationsh the Instructions and the meanir	•			_	-					ning of "connect	ed" in Part B	(2) of
Connect with the issu	er or investment fun	d manag	er				Insider	of the is	suer (oth	ner than an inves	ment fund)	
Director or officer of t	he investment fund o	or investn	nent fur	nd ma	nager	П	Employ	ee of th	e issuer	or investment fur	ıd manager	
✓ None of the above					•							
<u> </u>												
d) Compensation details	,			. , , , ,	C. 1: 11	0():		,	., ., .,			
Provide details of all compensate Canadian dollars. Include cash of incidental to the distribution, su allocation arrangements with the	commissions, securitions chas clerical, printing	es-based g, legal oi	comper r accoui	nsatior nting s	n, gifts, di. services. A	scounts An issue	or othe r is not i	r compe required	nsation. L to ask fo	Do not report pay	ments for se	rvices
Cash commissions pa	aid 11,5	50.00						Security	code 1	Security code 2	Security co	de 3
Value of all securities	es				'a auritu a	odoo		W N		Coodiny code 2		000
distributed as compensation	n ⁴			3	Security co	oues						
Describe t	erms of warrants, op	tions or o	other riç	ghts	the Issu	uer at ti see the	he pric e Issue	e of \$0	.40 per	tles the holder unit. For more se which was fi	nformation	١,
Other compensatio	n ⁵		Desc	ribe								
Total compensation pa	id 11,55	50.00										
✓ Check box if the pe	rson will or may rece	eive any	deferred	d com	pensatio	n (desci	ribe the	terms b	elow)			
This agent is entit closing of the dist 29, 2018.												;
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire at ⁵ Do not include deferred comp	uer. Indicate the secu dditional securities o	ırity code	es for all									er

a) Name of person com	pensated and regis	tration status							
Indicate whether the person co	mpensated is a regist	rant.	✓ No		Ye	es			
If the person compensated is a	n individual, provide i	he name of the in	dividual.						
Full legal name of indi	vidual McClure		Julie						
		Family name	'	First giv	ven name	e	Secondary (given names	
If the person compensated is n	ot an individual, prov	ide the following i	nformation.						
Full legal name	e of non-individual								
F	Firm NRD number					(if app	licable)		
Indicate whether the person co	mpensated facilitated	the distribution t	hrough a fund	ling portal o	or an int	 ternet-based µ	oortal. 🗸	No 🗌	Yes
b) Business contact info	rmation								
If a firm NRD number is not pr	ovided in Item 8 (a), p	provide the busine	ss contact info	ormation of	the pers	son being con	npensated.		
Street address	110 Spadina Aver	nue, Suite 300							
Municipality	Toronto				Prov	vince/State	Ontario		
Country	Canada			Pos	stal code	e/Zip code	M5V 2K4		_
Email address	juliemcclure@pate	ersonpartners.c	om	Te	elephor	ne number	4169179241		
c) Relationship to issue	or investment fund	d manager							
<u> </u>	•	ion 1.4 of NI 45-1 d manager	06 for the pui	poses of co	mpleting	g this section. he issuer (oth	ning of "connected and investing an investing funding for investment	ment fund)	(2) of
d) Compensation details	3								
Provide details of all compensa Canadian dollars. Include cash incidental to the distribution, so allocation arrangements with t Cash commissions p	commissions, securiti uch as clerical, printin he directors, officers o	es-based compens g, legal or accoun	ation, gifts, di ting services. A	scounts or a An issuer is	other con not requ nted by th	mpensation. I uired to ask fo he issuer.	Do not report payı r details about, or	ments for ser report on, ir	rvices nternal
очен очение р					Sec	curity code 1	Security code 2	Security cod	de 3
Value of all securiti distributed as compensation			Security c	odes					
Describe	terms of warrants, or	otions or other rigi	nts						
Other compensation	on ⁵	Descri	be						
Total compensation p	aid								
✓ Check box if the p	erson will or may rec	eive any deferred	compensatio	n (describe	the terr	ms below)			
	tled to an aggrega ill be paid on the c AR on June								ich
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred com	uer. Indicate the secu additional securities o	ırity codes for all							r

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 o	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	Apogee Opportunities Inc.					
Full legal name	Said	Neil				
	Family name	First given name	Secondary given names			
Title	Corporate Secretary					
Telephone number	4163092963	Email address	nsaid@f	iid@fmresources.ca		
Signature	"Neil Said" (signed)	Date	2018	07	23	
			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				Title					
•	Family name	First given name	Secondary given names		_				
Name of company									
Telephone number		En	nail address						

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.