Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE			ITEM 1 - REPORT TYPE							
✓ New report										
Amended report If amen	ided, provide filing date	of report that is being am	ended (YYYY-MM-DD)							
ITEM 2 - PARTY CERTIFYING THE	REPORT									
Indicate the party certifying the report (sele National Instrument 81-106 Investment Fur										
☐ Investment fund issuer										
✓ Issuer (other than an inves	stment fund)									
Underwriter										
ITEM 3 - ISSUER NAME AND OTH	HER IDENTIFIERS									
Provide the following information about the	e issuer, or if the issuer is an in	vestment fund, about the fund.								
Full legal name	Reliq Health Technolog	gies Inc.								
Previous full legal name										
If the issuer's name changed in	the last 12 months, provide mo	ost recent previous legal name.								
Website	www.reliqhealth.com		(if applicable)							
If the issuer has a legal entity identifier∠ pro	vide below. Refer to Part B of t	he Instructions for the definition	of "legal entity identifier".							
Legal entity identifier										
ITEM 4 - UNDERWRITER INFORM	ATION									
If an underwriter is completing the report, p	provide the underwriter's full leg	gal name and firm National Reg	istration Database (NRD) number.							
Full legal name										
Firm NRD number		(if applicable)								
If the underwriter does not have a firm NRE) number, provide the head off	ice contact information of the ur	nderwriter.							
Street address										
Municipality		Province/State								
Country		Postal code/Zip code								
Telephone number		Website	(if applicable)							

Item 5 - Issuer Information
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool . NAICS industry code 5 4 1 5 1 4
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 □ Commerial/business debt □ Consumer debt □ Private companies
b) Number of employees
Number of employees:
c) SEDAR profile number
Does the issuer have a SEDAR profile? ☐ No ☑ Yes If yes, provide SEDAR profile number 0 0 0 2 2 9 7 5 If the issuer does not have SEDAR profile complete item 5(d) - (h).
d) Head office address
Street address Province/State
Municipality Postal code/Zip code
Country Telephone number
e) Date of formation and financial year-end
Date of formation Financial year-end MM DD 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.
│
NS NU ON PE QC SK YT g) Public listing status
g) Public listing status If the issuer has a CUSIP number, provide below (first 6 digits only)
CUSIP number
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange name(s):
h) Size of issuer's assets
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.
\$\bigcup \$0\$ to under \$5M \$5M\$ to under \$25M \$25M\$ to under \$100M
☐ \$100M to under \$500M ☐ \$500M to under \$1B ☐ \$1B or over

Item 6 - Investment Fund Issuer Information					
If the issuer is an investment fund, provide the following information.					
a) Investment fund ma	anager information				
Full legal name					
Firm NRD number	(if applicable)				
If the investment fund ma	nager does not have a firm NRD number, provide the head office contact information of the investment fund manager.				
Street address					
Municipality	Province/State Province/State				
Country	Postal code/Zip code				
Telephone number	Website (if applicable)				
b) Type of investment	fund				
Type of investment fund tha	t most accurately identifies the issuer (select only one) .				
☐ Money market	☐ Equity ☐ Fixed income				
☐ Balanced	Alternative strategies Other (describe)				
Indicate whether one or boti	h of the following apply to the investment fund .				
☐ Invests primarily in	other investment fund issuers				
☐ Is a UCITs Fund¹					
	ve Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) re 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 format					
d) Reporting issuer st	YYYY MM DD MM DD atus of the investment fund				
, 1					
	orting issuer in any jurisdication of Canada? No Yes of Canada in which the investment fund is a reporting issuer.				
All	AB BC MB NB NL NT				
□ NS □	NU ON PE QC SK TT				
e) Public listing status	s of the investment fund				
If the investment fund has a	CUSIP number, provide below (first 6 digits only)				
	CUSIP number				
	olicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for for and received a listing, which excludes, for example, automated trading systems.				
Exchange nam	es				
f) Net asset value (NA	AV) of the investment fund				
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$). \$\Boxed{\subset}\$ \text{\$\subset\$}\$ \$\sub					
\$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, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report. Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. ✓ Canadian dollar US dollar ☐ Euro Other (describe) Distribution date(s) State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start date End date 2018 2018 01 09 01 09 MM DD MM DD YYYY Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. Types of securities distributed Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the

In di	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. The information included in item 7d must reconcile to item 7f. For examples on how to report convertible securities, see our <u>Frequently Asked Questions</u> .						
	Canadian \$						
	Security	CUSIP number	Description of security	Number of	Single or lowest	Highest price	Total amount

	Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
•	JBS		Each Unit is comprised of one common share and one-half of one warrant. Each warrant is exercisable into one common share at a price of \$1.75 per share until January 9, 2020.	8,928,571.00	1.1200		9,999,999.52

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.

Security Underlying security code			(Cana	se price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
			Lowest	Highest			
WNT	СМ	S	1.7500		2020-01-09		

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 purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	6	163,520.00
British Columbia	NI 45-106 2.3 [Accredited investor]	12	1,074,192.00
Nova Scotia	NI 45-106 2.3 [Accredited investor]	1	24,976.00
Ontario	NI 45-106 2.3 [Accredited investor]	52	7,225,871.52
Ontario	Ontario NI 45-106 2.5 [Family, friends and business associates]		140,000.00
Québec	NI 45-106 2.3 [Accredited investor]	28	544,880.00
Saskatchewan	NI 45-106 2.3 [Accredited investor]	1	24,640.00

China	NI 45-106 2.3 [Accredited investor]	1	33,600.00
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	499,520.00
Thailand	NI 45-106 2.3 [Accredited investor]	1	224,000.00
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	44,800.00
	9,999,999.52		
	Total number of unique purchasers ²	105	

²In 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.³ 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)

em 8 - Compensation I	NFORMATION				
Provide information for each person with the distribution. Complete a			• •	·	•
Indicate whether any compensation	•				
☐ No ☑ Yes	If yes, indicate nu	mber of perso	ons compensated.	3	
a) Name of person compens	sated and registratio	n status			
Indicate whether the person co	mpensated is a registra	nt.	□ No □	✓ Yes	
If the person compensated is an i	ndividual, provide the n	name of the indi	vidual.		
Full legal name of individua	al				
	Family nan	ne	First given nam	e Secor	ndary given names
If the person compensated is not	t an individual, provide	the following ir	nformation.		
Full legal name of r	non-individual Cana	accord Genuit	y Corp.		
Firm	NRD number 9	0 0		(if appli	cable)
Indicate whether the person com	npensated facilitated th	e distribution th	nrough a funding porta	l or an internet-base	d portal. 🔽 No 🔲 Yes
b) Business contact informa	tion				
If a firm NRD number is not provi	ided in Item 8 (a), provi	de the business	contact information of	f the person being co	mpensated.
Street address					
Municipality				Province/State	
Country			l Posta	al code/Zip code	
Email address			J	ephone number	
c) Relationship to issuer or i Indicate the person's relationship			waaar (aalaat all that ar	and Defer to the man	againg of "connected" in Dort
B(2) of the Instructions and the m					
Connect with the issuer o	r investment fund man	ager	Insid	er of the issuer (oth	er than an investment fund)
Director or officer of the in	nvestment fund or inve	stment fund ma	anager Empl	loyee of the issuer o	or investment fund manager
✓ None of the above					
d) Compensation details					
Provide details of all compensation		•			
Canadian dollars. Include cash conservices incidental to the distribution					Do not report payments for I to ask for details about, or report
on, internal allocation arrangemen					
Cash commissions paid	799,999.96] ,	Security codes	Security code 1	Security code 2 Security code 3
Value of all securities			occurry codes	U B S	WNT
distributed as compensation ⁴	499,999.36				
Describe term	s of warrants, options	J or other rights	356,229 warrants a	and 446,428 Corp	orate Finance Units. Each
			warrant entitles the	e holder to purcha	se a Unit at a price of \$1.12 or Corporate Finance Fee
					under the private placement.
Other compensation ⁵		Describe			
Total compensation paid	1,299,999.32				
Check box if the persor	will or may receive ar	ny deferred con	npensation (describe th	he terms below)	
⁴ Provide the aggregate value of additional securities of the issue.					

a) Name of person compensated and registration status							
Indicate whether the person compensated is a registrant. No Ves							
If the person compensated is an individual, provide the name of the individual.							
Full legal name of individua	al						
	Family name	First given nam	ne Seconda	ry given names			
If the person compensated is not an individual, provide the following information.							
Full legal name of n	non-individual Gravitas Securit	ies Inc.					
Firm NRD number 2 6 0 (if applicable)							
Indicate whether the person com	pensated facilitated the distribution	through a funding porta	 ıl or an internet-based p	oortal. 🔽 No 🗌 Yes			
b) Business contact informat	tion						
If a firm NRD number is not provid	ded in Item 8 (a), provide the busine	ss contact information of	f the person being comp	pensated.			
Street address							
Municipality		7	Province/State				
Country		 Posta	al code/Zip code				
Email address		 Tel	lephone number				
c) Relationship to issuer or ir	nvestment fund manager						
·	with the issuer or investment fund meaning of "control" in section 1.4 of a			5 .			
	r investment fund manager			than an investment fund)			
Director or officer of the in	nvestment fund or investment fund i	manager	oloyee of the issuer or i	nvestment fund manager			
✓ None of the above		_					
d) Compensation details							
Canadian dollars. Include cash con services incidental to the distribution	n paid, or to be paid, to the person ic mmissions, securities-based compens on, such as clerical, printing, legal on nts with the directors, officers or emp	sation, gifts, discounts or accounting services. An	other compensation. Do	o not report payments for o ask for details about, or report			
Cash commissions paid		Security codes	Security code 1 Se	ecurity code 2 Security code 3			
Value of all securities distributed as		•	W N T				
compensation ⁴							
Describe terms	s of warrants, options or other rights	S					
Other compensation ⁵	Describe			es the holder to purchase			
Total compensation paid		a Onit at a price of	f \$1.12 per Unit until	January 9, 2020.			
Check box if the person	will or may receive any deferred co	ompensation (describe t	he terms below)				
			,				

a) Name of person compensated and reg	istration status					
Indicate whether the person compensated is a	Indicate whether the person compensated is a registrant. No Ves					
If the person compensated is an individual, provid	de the name of the individual.					
Full legal name of individual						
Fa	amily name First given r	First given name Secondary given names				
If the person compensated is not an individual,	provide the following information.					
Full legal name of non-individual Raymond James Ltd.						
Firm NRD number 8 2 4 0 (if applicable)						
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Yes						
b) Business contact information						
If a firm NRD number is not provided in Item 8 (d	a), provide the business contact information	n of the person being compensated.				
Street address						
Municipality		Province/State				
Country	Po	stal code/Zip code				
Email address		Telephone number				
c) Relationship to issuer or investment fur	nd manager					
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part						
B(2) of the Instructions and the meaning of "cont	trol" in section 1.4 of NI 45-106 for the pur	poses of completing this section.				
Connect with the issuer or investment fu	ınd manager Ir	sider of the issuer (other than an investment fund)				
Director or officer of the investment fund	or investment fund manager E	mployee of the issuer or investment fund manager				
None of the above						
d) Compensation details						
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.						
Cash commissions paid	Security codes	Security code 1 Security code 2 Security code 3				
Value of all securities		WNT				
distributed as compensation⁴						
Describe terms of warrants, c	10,000 Wallant	s. Each warrant entitles the holder to purchase a of \$1.12 per Unit until January 9, 2020.				
Other compensation ⁵	Describe					
Total compensation paid						
Check box if the person will or may receive any deferred compensation (describe the terms below)						
	security codes for all securities distributed	ions, warrants or other rights exercisable to acquire as compensation, <u>including</u> options, warrants or other				

ГЕМ	9 - DIRECTORS, EXECUTIV	VE OFFICERS A	AND PROMO	TERS OF THE IS	SSUER					
If t	he issuer is an investment fund, o	do not complete I	tem 9. Procced t	o Item 10.						
Ind	icate whether the issuer is any of th	e following (select	all that apply).							
[Reporting issuer in any jurisdiction of Canada									
	Foreign public issuer									
	Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶									
Provide name of reporting issuer										
	Wholly owned subsidiary of a f	oreign public issu	er ⁶							
	Provide name of for	eign public issuer								
	Issuer distributing eligible forei	gn securities only	to permitted clien	ts ⁷						
If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. 6An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. 7 Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.										
a)	Directors, executive officers a		-							
Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.										
	Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residentail jurisdiction of individual		Relationship to issuer (select all that apply)		that	
					Province o	r country	D	0	Р	
b)	Promoter information									
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.										
	Organization or company name	Family name	First given name	Secondary given names			ionship to promoter ne or both if applicable)			
					Province or country	D O)		
c)	Residential address of each in	ndividual								

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

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

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

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

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

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

Full legal name	Beukman	Eugene				
	Family name	First given name)	Secondary give	en names	
Title	Director					
Name of issuer/underwriter/ investment fund manager	Reliq Health Technologies Inc.					
Telephone number	6046872038	Email address	ebeukma	n@pendergro	up.ca	
Signature	"Eugene Beukman"	Date	2018	01	17	
		•	YYYY	MM	DD	

ITEM 11- CONTACT I	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		E	mail 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:

- 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.