Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE			
 New report Amended report If amen 	ded, 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 	tment fund)		
	,		
	-		
ITEM 3 - ISSUER NAME AND OTH		unstruct fund about the fund	
Provide the following information about the Full legal name	Neutrisci International		
Previous full legal name			
If the issuer's name changed in the second sec	the last 12 months, provide mo	ost recent previous legal name.	<i>26</i> 0 1 1 1
Website			(if applicable)
If the issuer has a legal entity identifier. pro Legal entity identifier	vide below. Refer to Part B of t	he Instructions for the definition	of "legal entity identifier".
ITEM 4 - UNDERWRITER INFORM	ATION		
If an underwriter is completing the report, p	rovide the underwriter's full le	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		adarwritar
	o number, provide the neud off	ice contact information of the ur	laerwriter.
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 3 2 5 4 1 0
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Image: Im
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?
NoYesIf yes, provide SEDAR profile number0015938
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
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.
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.
□ \$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 - INVESTMEN	t Fund Issuer Information
If the issuer is an invest	tment fund, provide the following information.
a) Investment fund m	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
Country	Postal code/Zip code
Telephone number	Website (if applicable)
b) Type of investmen	t fund
Type of investment fund the	at most accurately identifies the issuer (select only one) .
Money market	Equity Fixed income
Balanced	Alternative strategies 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 Fund ¹	ive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU)
directives that allow collecti	ve investment of transferable securities tands (och's runds) are investment tands regulated by the European onion (EO) ve 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 s	tatus of the investment fund
Is the investment fund a rep	porting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes
If yes, select the jurisdictions	of Canada in which the investment fund is a reporting issuer. AB BC MB NB NL NT
	s of the investment fund
If the investment fund has a	a CUSIP number, provide below (first 6 digits only)
	CUSIP number
	blicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for I for and received a listing, which excludes, for example, automated trading systems.
Exchange nam	les
f) Net asset value (NA	AV) of the investment fund
-	investment fund as of the date of the most recent NAV calculation (Canadian \$).
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M
\$100M to under \$50	
	YYYY MM DD

ITEM 7 - INFORMATION A	BOUT THE DISTRIBUTIC	DN						
If an issuer located outside of Cana purchasers resident in that jurisdict should be disclosed in Item 8. The in	ion of Canada only. Do not inc	lude in Ite	m 7 securitie	es issued as	s payment of cor	mmissions or find	ler's fees, which	
a) Currency								
Select the currency or currencies in	which the distribution was ma	de. All dol	lar amounts	provided ir	n the report mus	st be in Canadiar	n dollars.	
🖌 Canadian dollar	US dollar 🔄 Euro	D	Other	(describe))			٦
b) Distribution date(s)								
State the distribution start and en as both the start and end dates. If distribution period covered by the Start da	the report is being filed for sec report.	urities dis			e 2017			ate
c) Detailed purchaser inform	nation							
Complete Schedule 1 of this f	orm for each purchaser a	nd attac	h the sche	dule to th	he completed	report.		
d) Types of securities distrib								
Provide the following informatior Instructions for how to indicate th distributed. The information inclu <u>Asked Questions.</u>	he security code. If providing th	e CUSIP n	umber, indic	ate the full	l 9-digit CUSIP r	number assigned	to the security be	
						Canadian \$		
Security cUSIP number (if applicable)	Description of security		Numbe securi		Single or lowest price	Highest price	Total amount	
U B S 64129Y107	its. Each unit consists of mmon share and 1/2 wa ch whole warrant is ercisable into 1 common \$0.15 for a period of 18 onths from issuance.	rrant.	5,555	,555.00	0.0900	0.0900	499,999	.95
e) Details of rights and conv	vertible/exchangeable secu	irities				·		
If any rights (e.g. warrants, option were distributed, provide the con	ns) were distributed, provide the	exercise					xchangeable secu	rities
Security Underlying code Security code	Exercise price (Canadian \$) Lowest Highest	Expi (YYYY	ry date · MM-DD)	Conversi ratio		ibe other items (if a	applicable)	
W N T C M S	0.1500 0.1500	2018	-06-06	1:1				
f) Summary of the distribution	on by jurisdiction and exem	ption						
State the total dollar amount of s purchaser resides and for each ex distribution in a jurisdiction of Ca This table requires a separate line purchaser resides, if a purchaser r jurisdiction. For jurisdictions within Canada, s	emption relied on in Canada fo nada, include distributions to p e item for: (i) each jurisdiction w resides in a jurisdiction of Cana	or that dis ourchasers /here a pu da, and (i	tribution. Ho resident in t Irchaser resid ii) each exem	wever, if an hat jurisdic les, (ii) each aption relie	n issuer located ction of Canada h exemption reli	outside of Canad only. ied on in the juris	la completes a diction where a	
Province or country	Exemption	relied on			Number of purchasers	Total amou	nt (Canadian \$)	
Alberta	NI 45-106 2.3 [Accredi	ted inve	stor]		7		344,700.0	0
British Columbia	NI 45-106 2.3 [Accredi	ted inve	estor]		5		155,299.9	5
		Total dol	lar amount	of securiti	ies distributed		499,999.9	5
	Total num	ber of un	ique purcha	asers ²	12			

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)

ITEM 8 - COMPENSATION INFORMATION
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.
No ✓ Yes If yes, indicate number of persons compensated. 3
a) Name of person compensated and registration status
Indicate whether the person compensated is a registrant. Indicate whether the person compensated is a registrant.
If the person compensated is an individual, provide the name of the individual.
Full legal name of individual
Family name First given name Secondary given names
If the person compensated is not an individual, provide the following information.
Full legal name of non-individual Industrial Alliance Securities Inc.
Firm NRD number 1 5 4 0 0 (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.
b) Business contact information
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.
Street address
Municipality Province/State
Country Postal code/Zip code
Email address Telephone number
 c) Relationship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)
Director or officer of the investment fund or investment fund manager Director or officer of the investment fund 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 23,089.50 Security codes Security code 1 Security code 2 Security code 3
Value of all securities Value of all security codes W N T
distributed as compensation ⁴
Describe terms of warrants, options or other rights 256,550 Warrants. Each warrant is exercisable into 1 common
share at \$0.15 for a period of 18 months from issuance
Other compensation ⁵ Describe
Total compensation paid 23,089.50
Check box if the person will or may receive any deferred compensation (describe the terms below)
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire
additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer.

⁵Do not include deferred compensation.

a) Name of person compensated and registration 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 individual	
Family name First given name Secondary given names	
If the person compensated is not an individual, provide the following information.	
Full legal name of non-individual Haywood Securities Inc.]
Firm NRD number 1 6 3 0 (if applicable)	-
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🗸 No 🗌 Y	es
b) Business contact information	
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.	
Street address	٦
Municipality Province/State	Ī
Country Postal code/Zip code	
Email address Telephone number	
c) Relationship to issuer or investment fund manager	
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.	
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)	
Director or officer of the investment fund or investment fund manager Employee 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 i	n
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 repo	rt
on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.	L
Cash commissions paid 4,550.00 Security codes Security code 1 Security code 2 Security code 3	
Value of all securities Security codes Security code 1 Security code 2 Security code 3	1.
distributed as compensation ⁴	
Describe terms of warrants, options or other rights 50,556 Warrants. Each warrant is exercisable into 1 common	٦
share at \$0.15 for a period of 18 months from issuance.	
Other compensation ⁵ Describe	
Total compensation paid4,550.00	
Check box if the person will or may receive any deferred compensation (describe the terms below)	
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other	
rights exercisable to acquire additional securities of the issuer.	

⁵Do not include deferred compensation.

a) Name of person compensated and registration status
Indicate whether the person compensated is a registrant.
If the person compensated is an individual, provide the name of the individual.
Full legal name of individual
Family name First given name Secondary given names
If the person compensated is not an individual, provide the following information.
Full legal name of non-individual Leede Jones Gable Inc.
Firm NRD number 5 7 7 0 (if applicable)
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 provided in Item 8 (a), provide the business contact information of the person being compensated.
Street address
Municipality Province/State
Country Postal code/Zip code
Email address Telephone number
c) Relationship to issuer or investment fund manager
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part
B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)
Director or officer of the investment fund or investment fund manager Employee 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 3,496.50 Security codes Security code 1 Security code 2 Security code 3
Value of all securities distributed as compensation ⁴
Describe terms of warrants, options or other rights 38,850 Warrants. Each warrant is exercisable into 1 common share at \$0.15 for a period of 18 months from issuance.
Other compensation ⁵ Describe
Total compensation paid 3,496.50
Check box if the person will or may receive any deferred compensation (describe the terms below)
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire
additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer.

⁵Do not include deferred compensation.

ITEM 9 - DIRECTC	RS, EXECUTI	VE OFFICERS A	ND PROMO	TERS OF THE I	SSUER				
If the issuer is an in	vestment fund,	do not complete It	em 9. Procced to	o Item 10.					
Indicate whether the	issuer is any of th	e following (select a	ll that apply).						
Reporting issu	ier in any jurisdio	ction of Canada							
Foreign public	issuer								
Wholly owned	subsidiary of a	reporting issuer in a	iny jurisdiction of	f Canada ⁶					
	Provide name of reporting issuer								
Wholly owned	subsidiary of a	oreign public issue	r ⁶						
Pro	ovide name of fo	reign public issuer							
Issuer distribu	ting eligible forei	gn securities only to	o permitted clien	ts ⁷					
If the issuer is at lea	ist one of the al	oove, do not compl	ete Item 9(a) –	(c). Proceed to Ite	<i>m 10</i> .				
⁶ An issuer is a wholly securities that are req ⁷ Check this box if it ap clients. Refer to the de	uired by law to b plies to the curre finitions of "eligi	e owned by its direc ent distribution even	ctors, are benefic of the issuer ma and "permitted	cially owned by the de previous distrib client" in Part B(1)	reporting issuer utions of other ty	or the foreig pes of secu	n publ	ic issue	er, respectively.
a) Directors, exe	cutive officers a	and promoters of	the issuer						
	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.						province or		
Organization or	company name	Family name	First given name						that
					Province o	r country	D	0	Р
b) Promoter infor	mation								
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	Residential jurisdiction of individual	Relatio (select one			
					Province or country	D		C	>
c) Residential address of each 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 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	Rehman	Glen	
	Family name	First given name	Secondary given names
Title	Chief Executive Officer		
Name of issuer/underwriter/ investment fund manager	NeutriSci International Inc.		
Telephone number	4032646320	Email address grehmar	@neutrisci.com
Signature	/s/ "Glen Rehman"	Date 2017	12 15
		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
 Cole
 Sam
 Family name
 First given name
 Secondary given
 names
 Name of company
 Cassels Brock & Blackwell LLP
 Telephone number
 6042831485
 Email address
 scole@casselsbrock.com

Notice - Collection and use of personal information

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

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

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

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

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