# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9383044

ITEM 1 - REPORT TYPE								
✓ New report								
Amended report If amended, provide filing date of report that is being amended (YYYY-MM-DD)								
ITEM 2 - PARTY CERTIFYING THE F	REPORT							
Indicate the party certifying the report (select Instrument 81-106 Investment Fund Continue				estment fund, refer to secti	on 1.1 of National			
Investment fund issuer	ous Disclosure und the comp	union policy to tvi c	77 700.					
✓ Issuer (other than an investm	nent fund)							
Underwriter	nome rama)							
	1							
ITEM 3 - ISSUER NAME AND OTHE								
Provide the following information about the i		vestment fund, abo	ut the fund.					
L	magin Medical Inc.							
Previous full legal name								
If the issuer's name changed in the lo	ast 12 months, provide most i	recent previous lego	al name.					
Website			(if applicable	e)				
If the issuer has a legal entity identifier_provi	ide below. Refer to Part B of t	he Instructions for t	the definition o	of "legal entity identifier".				
Legal entity identifier								
If two or more issuers distributed a single sect	urity, provide the full legal no	ame(s) of the co-issu	uer(s) other th	an the issuer named above	2.			
Full legal name(s) of co-issuer(s)			(if applicable	e)				
ITEM 4 - UNDERWRITER INFORMA								
If an underwriter is completing the report, pro	ovide the underwriter's full le	gal name and firm	NRD number.		1			
Full legal name								
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		Prov	vince/State		Ī			
Country		Postal cod	e/Zip code		]			
Telephone number			Website		(if applicable)			

If the issuer is an investment fund, do not complete item 5. Proceed to Item 6.   Primary industry	Item 5 - Issuer Information
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.  NAICS industry code  3 3 9 1 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.    Mortgages   Real estate   Commercial/business debt   Consumer debt   Private companies	If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
AlcS industry code 3 3 9 1 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	a) Primary industry
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	
mining industry. Select the category that best describes the issuer's stage of operations.    Exploration   Development   Production	NAICS industry code 3 3 9 1 1 0
Is the issuer does not have SEDAR profile complete item 5(d) - (h).  d) Head office address  Street address  Municipality  Country  Date of formation and financial year-end  Date of formation and financial year-end  Date of formation  The province of the following? If yes, select all that apply.  Country   SEDAR profile    Private companies    Consumer debt   Private companies    Private companies    Private companies    Private companies    Double of formation and financial year-end    Date of formation    Financial year-end    No   Yes    Financial year-end    No   Yes    Street address    Province/State    Postal code/Zip code    Telephone number    Financial year-end    No   Yes    Street address    Province/State    Province/State    Postal code/Zip code    Telephone number    Financial year-end    No   Yes    Sthe 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.	mining industry. Select the category that best describes the issuer's stage of operations.
Mortgages   Real estate   Commercial/business debt   Consumer debt   Private companies     Cryptoassets     Number of employees     Number of employees   ✓ 0 - 49	
Cryptoassets  b) Number of employees  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 0 5 6 5 0  If the issuer does not have SEDAR profile complete item 5(d) - (h).  d) Head office address  Street address  Municipality  Country  Postal code/Zip code  Telephone number  e) Date of formation and financial year-end  Date of formation  The postal year-end  Pinancial 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.	b) Number of employees
Does the issuer have a SEDAR profile?  No Yes If yes, provide SEDAR profile number 0 0 0 0 5 6 5 0  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 and financial year-end  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.	Number of employees:   ✓ 0 - 49   ☐ 50 - 99   ☐ 100 - 499   ☐ 500 or more
No   Yes   If yes, provide SEDAR profile number   0 0 0 0 5 6 5 0    If the issuer does not have SEDAR profile complete item 5(d) - (h).  d) Head office address  Street address   Province/State   Postal code/Zip code   Postal	c) SEDAR profile number
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  Financial year-end  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.	Does the issuer have a SEDAR profile?
Street address  Municipality  Country  Postal code/Zip code  Telephone number  e) Date of formation and financial year-end  Date of formation  The postal code/Zip code  Telephone number  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.	No  ✓ Yes If yes, provide SEDAR profile number  0 0 0 0 5 6 5 0
Street address Province/State Postal code/Zip code Telephone number  e) Date of formation and financial year-end  Date of formation 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.	
Municipality Country Telephone number  Date of formation and financial year-end  The phone number  Date of formation Telephone number  Financial year-end MMM DD  The phone number  Financial year-end MMM DD  The phone number  The	d) Head office address
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.	Street address Province/State
e) Date of formation and financial year-end  Date of formation 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.	Municipality Postal code/Zip code
Date of formation  YYYY MM DD  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.	Country Telephone number
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.	e) Date of formation and financial year-end
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.	
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	f) Reporting issuer status
	Is the issuer a reporting issuer in any jurisdication of Canada? No Yes
AII AB BC MB NB NL NT	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	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 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	Exchange name
h) Size of issuer's assets	h) Size of issuer's assets

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

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

Item 6 - Investment Fund Issuer Information									
If the issuer is an inves	tment fund, provide the following information.								
a) Investment fund manager information									
Full legal name	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									
<sup>1</sup> 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 on an exchange and h									
-	AV) of the investment fund								
	investment fund as of the date of the most recent NAV calculation (Canadian \$).								
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M								
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation:  YYYY MM DD								

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 currencies in  Canadian dollar  U	which the di	stribution	was mad ] Euro	e. All dollar amounts provided  Other (describe)	in the repor	t must be	in Canad	dian dollars.
b) Distribution date(s)								
State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.								
Start date	2021	01	25	End date	2021	02	04	

YYYY

MM

DD

#### c) Detailed purchaser information

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

DD

MM

# 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 \$	
	ecuri code		CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
U	В	8	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	63.69	1,000.0000		63,690.00
U	В	8	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	0.00	0.0000		0.00
U	В	S	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	0.00	0.0000		0.00
U	В	S	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	38.00	1,000.0000		38,325.00
U	В	s	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	0.00	0.0000		0.00

U	В	S	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	0.00	0.0000	0.00
U	В	S	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	25.66	1,000.0000	25,622.00
U	В	s	45250L	25,000 warrants exercisable @ US\$0.50	0.00	0.0000	0.00
U	В	s	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	0.00	0.0000	0.00
U	В	s	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	127.80	1,000.0000	127,800.00
U	В	S	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	0.00	0.0000	0.00
U	В	S	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	0.00	0.0000	0.00
U	В	s	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	404.00	1,000.0000	403,956.00
U	В	S	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	0.00	0.0000	0.00
U	В	S	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	0.00	0.0000	0.00
U	В	S	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	12.82	1,000.0000	12,829.00

U	В	s	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	0.00	0.0000	0.00
U	В	S	45250L	Secured Convertible Notes convertible into common shares; One-half warrant exercisable @ US\$0.50 per share; One-half warrant exercisable @ US\$0.60 per share	0.00	0.0000	0.00

# 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.

Cor	nvertib hangea curity c	ile / able	Ur	derlyii urity c	ng	Exercise (Canad	e price	Expiry date (YYYY- MM-DD)	Conversion	Describe other items (if applicable)
						Lowest	Highest	,		
С	V	N	С	М	S	0.5095	0.5095	2022-07-25	1:1	1 share for each US\$0.40
W	N	Т	С	М	S	0.6369	0.6369	2026-01-25	1:1	62,500 warrants exercisable @ US\$0.50
W	N	Т	С	М	S	0.7642	0.7642	2026-01-25	1:1	62,500 warrants exercisable @ US\$0.60
С	٧	N	С	М	S	0.5110	0.5110	2022-07-27	1:1	1 share for each US\$0.40
W	N	Т	С	М	S	0.6387	0.6387	2026-01-27	1:1	37,500warrants exercisable @ US\$0.50
W	N	Т	С	М	S	0.7665	0.7665	2026-01-27	1:1	37,500 warrants exercisable @ US\$0.60
С	٧	N	С	М	S	0.5124	0.5124	2022-07-28	1:1	1 share for each US\$0.40
W	N	Т	С	М	S	0.6405	0.6405	2026-01-28	1:1	25,000 warrants exercisable @ US\$0.50
W	N	Т	С	М	S	0.7686	0.7686	2026-01-28	1:1	25,000 warrants exercisable @ US\$0.60
С	٧	N	С	М	S	0.5112	0.5112	2022-07-29	1:1	1 share for each US\$0.40
W	N	Т	С	М	s	0.6390	0.6390	2026-01-29	1:1	125,000 warrants exercisable @ US\$0.50
W	N	Т	С	М	S	0.7668	0.7668	2026-01-29	1:1	125,000 warrants exercisable @ US\$0.60
С	٧	N	С	М	S	0.5129	0.5129	2022-08-01	1:1	1 share for each US\$0.40
W	N	Т	С	М	s	0.6412	0.6412	2026-02-01	1:1	393,750 warrants exercisable @ US\$0.50
W	N	Т	С	М	S	0.7694	0.7694	2026-02-01	1:1	393,750 warrants exercisable @ US\$0.60
С	٧	N	С	М	S	0.5131	0.5131	2022-08-04	1:1	1 share for each US\$0.40
W	N	Т	С	М	S	0.6414	0.6414	2026-02-04	1:1	12,500 warrants exercisable @ US\$0.50
W	N	Т	С	М	S	0.7697	0.7697	2026-02-04	1:1	12,500 warrants exercisable @ US\$0.60

### 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 <sup>28</sup> purchasers	Total amount (Canadian \$)				
British Columbia	NI 45-106 2.3 [Accredited investor]	1	25,622.00				
United States	United States Distributions to purchasers outside of local jurisdiction (BC, AB, NB)						
Spain	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	12,775.00				
Switzerland	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	51,296.00				
Paraguay	Paraguay Distributions to purchasers outside of local jurisdiction (BC, AB, NB)						
	672,222.00						
	Total number of unique purchasers <sup>2b</sup>						

<sup>&</sup>lt;sup>2a</sup> 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	

<sup>&</sup>lt;sup>3</sup>"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)

<sup>&</sup>lt;sup>2b</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

TEM 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. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>									
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.									
✓ No ☐ Yes If yes, indicate number of persons compensated.									
a) Name of person compen-	sated and registrat	ion status							
Indicate whether the person compe	ensated is a registrant		☐ No		Yes				
If the person compensated is an inc	dividual, provide the r	name of the indivi	dual.						
Full legal name of individu	al								
	Fami	ily name	F	irst given r	name		Secon	dary given	names
If the person compensated is not an individual, provide the following information.									
Full legal name of	non-individual								
Firm	NRD number					(if applic	able)		
Indicate whether the person compe	ensated facilitated the	distribution throu	igh a funding po	ortal or a	n internet	-based po	rtal.	N	lo 🗌 Yes
b) Business contact informa									
If a firm NRD number is not provid	ed in Item 8 (a), provi	ide the business co	ontact informati	on of the	person be	eing comp	ensated.		
Street address									
Municipality				F	Province	/State			
Country				Postal	code/Zip	code			
Email address				Telep	ohone nu	ımber			
c) Relationship to issuer or i	investment fund m	anager							
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 of	or investment fund m	anager		Insider	of the iss	suer (othe	r than an i	nvestmer	nt 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					Security of	code 1	Security cod	le 2 Se	curity code 3
Value of all securities distributed as compensation <sup>4</sup>			Security codes						
Describe term	ns of warrants, option	s or other rights							
Other compensation <sup>5</sup>		Describe							
Total compensation paid									
Check box if the person will or may receive any deferred compensation (describe the terms below)									
4									
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer. rights exercisable to acquire addit <sup>5</sup> Do not include deferred compens	Indicate the security ional securities of the	codes for all secu							

TEM 9 - DIRECTORS, EXECU	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	SUER				
If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.								
Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).								
Reporting issuer in any juris	sdiction of Canada							
Foreign public issuer								
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup>								
Provide name of reporting issuer								
Wholly owned subsidiary of	a foreign public issu	uer <sup>6</sup>						
Provide name o	f foreign public issue	er						
Issuer distributing only eligi	ble foreign securities	s and the distribution	n is to permitted clie	ents only <sup>7</sup>				_
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.				
<sup>6</sup> An 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. <sup>7</sup> 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.   If the issuer is none of the above, check this box and complete Item 9(a) - (c).								
a) Directors, executive officers 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.								
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)	
				Province or	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	Residential jurisdiction of individual		elationship to promoter ct one or both if applicable)		
				Province or country	D		C	
c) Residential address of each	h individual							

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

# **ITEM 10 - CERTIFICATION**

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

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

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

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

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

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

Name of issuer/underwriter/investment fund manager/agent	Imagin Medical Inc.						
Full legal name	Vacha						
	Family name	First given name	Secondary given names				
Title	Chief Financial Officer						
Telephone number	8332462446	Email address jva	acha@imaginmedical.com				
Signature	"J. Vacha"	Date	2021 02 24				
			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	DiDomenico	Joanne			Title	Securities Paralegal		
	Family name	First given name	Secondary (	given names				
Name of company	Owen Bird Law Corpora	tion						
Telephone number	6046977606	E	mail address	jdidomenico	@owenb	ird.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.