Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9054048

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	REPORT								
Indicate the party certifying the report (selection in the Instrument 81-106 Investment Fund Contin			an invest	ment fund, refer to sectio	n 1.1 of National				
☐ Investment fund issuer	aous Disclosure and the comp	amon policy to 141 or 100.							
✓ Issuer (other than an invest	ment fund)								
Underwriter	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,								
_	UED IDENTIFIEDS								
ITEM 3 - ISSUER NAME AND OTH		wasters and found also whates d							
Provide the following information about the Full legal name	Juva Life Inc.	vestment Juna, about the J	una.						
Previous full legal name	ouva Liic iiic.								
If the issuer's name changed in the	last 12 months, provide most	recent previous logal name	,						
Website	tust 12 months, provide most								
			olicable)						
If the issuer has a legal entity identifier, pro Legal entity identifier	vide below. Refer to Part B of t	he Instructions for the defi	nition of "	legal entity identifier".					
		(-)(-)(-)(-)	46	4b					
If two or more issuers distributed a single se Full legal name(s) of co-issuer(s)	ecurity, provide the full legal no		ner tnan olicable)	tne issuer namea above.					
Tull legal flame(s) of co-issuer(s)		(п ар	olicable)						
ITEM 4 - UNDERWRITER INFORM	ATION								
If an underwriter is completing the report, p	rovide the underwriter's full le	gal name and firm NRD n	ımber.						
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		Province/S	tate						
Country		Postal code/Zip o	ode						
Telephone number		Wel	osite		(if applicable)				

Item 5 - Issuer Information					
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.					
a) Primary industry					
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.					
NAICS industry code 3 1 2 3 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					
☐ Cryptoassets					
b) Number of employees					
Number of employees: ✓ 0 - 49					
c) SEDAR profile number					
Does the issuer have a SEDAR profile?					
No ✓ Yes If yes, provide SEDAR profile number 0 0 0 4 7 9 7 3					
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.					
AII AB BC MB NB NL NT					
NS NU ON PE QC SK T					
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

ITEM 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					
f) Net asset value (NAV) of the investment fund					
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).					
\$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.

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a) Curr	ency

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)

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 2020 02 28

YYYY MM DD

End date 2020 02 28

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 code CUSIP number (if applicable)			Description of security Number security		Single or lowest price	Highest price	Total amount	
ι	JB	8		Units at the price of US\$0.50 per Unit (Cdn\$0.67 at an exchange rate of 1.3429).	30,222,872.00	0.6700		20,249,324.24

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	change	rertible / ingeable rity code		Underlying security code			se price idian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
						Lowest	Highest			
W	N	Т	С	М	S	1.0000		2021-08-28		Each warrant is exercisable into one share at US\$0.75 (Cdn\$1.00 at an exchange rate of 1.3429) on or before August 28, 2021.

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 ²⁸ purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	16	87,100.00
Ontario	NI 45-106 2.3 [Accredited investor]	22	151,131.90
British Columbia	NI 45-106 2.3 [Accredited investor]	20	377,612.00
Québec	NI 45-106 2.3 [Accredited investor]	7	54,940.00
Manitoba	NI 45-106 2.3 [Accredited investor]	1	3,350.00

VI 45-106	06 2.3 [Accredited investor]	2	5,360.00
	tions to purchasers outside of local tion (BC, AB, NB)	2,581	18,277,132.34
	tions to purchasers outside of local tion (BC, AB, NB)	22	337,010.00
	tions to purchasers outside of local tion (BC, AB, NB)	1	13,400.00
	tions to purchasers outside of local tion (BC, AB, NB)	6	24,120.00
	tions to purchasers outside of local tion (BC, AB, NB)	3	14,740.00
	tions to purchasers outside of local tion (BC, AB, NB)	1	2,680.00
	tions to purchasers outside of local tion (BC, AB, NB)	1	4,288.00
	tions to purchasers outside of local tion (BC, AB, NB)	1	4,020.00
	tions to purchasers outside of local tion (BC, AB, NB)	1	2,680.00
	tions to purchasers outside of local tion (BC, AB, NB)	2	16,080.00
	tions to purchasers outside of local tion (BC, AB, NB)	4	10,720.00
	tions to purchasers outside of local tion (BC, AB, NB)	5	115,240.00
	tions to purchasers outside of local tion (BC, AB, NB)	6	18,760.00
	tions to purchasers outside of local tion (BC, AB, NB)	1	6,700.00
	tions to purchasers outside of local tion (BC, AB, NB)	1	3,350.00
	tions to purchasers outside of local tion (BC, AB, NB)	2	5,360.00
	tions to purchasers outside of local tion (BC, AB, NB)	3	76,380.00
	tions to purchasers outside of local tion (BC, AB, NB)	2	6,700.00
	tions to purchasers outside of local tion (BC, AB, NB)	1	13,400.00
	tions to purchasers outside of local tion (BC, AB, NB)	1	3,350.00
	tions to purchasers outside of local tion (BC, AB, NB)	4	16,750.00
	tions to purchasers outside of local tion (BC, AB, NB)	2	6,700.00
	tions to purchasers outside of local tion (BC, AB, NB)	4	20,100.00
	tions to purchasers outside of local tion (BC, AB, NB)	1	4,020.00
	tions to purchasers outside of local tion (BC, AB, NB)	2	16,080.0
	tions to purchasers outside of local tion (BC, AB, NB)	3	8,040.0
	tions to purchasers outside of local tion (BC, AB, NB)	1	6,700.00

Netherlands	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	12	42,880.00
New Zealand	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	9	59,630.00
Nigeria	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	6,700.00
Norway	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	6	21,440.00
Panama	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	2	10,720.00
Philippines	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	5,360.00
Poland	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	2	5,360.00
Portugal	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	6,700.00
Puerto Rico	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	7	83,080.00
Qatar	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	2	21,440.00
Korea, Republic of	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	2,680.00
Singapore	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	5	24,120.00
Slovenia	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	6,700.00
South Africa	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	3	10,720.00
Spain	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	7	24,120.00
Sweden	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	3	14,740.00
Switzerland	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	7	35,510.00
Thailand	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	3	18,760.00
Uganda	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	3,350.00
United Kingdom	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	27	124,620.00
Viet Nam	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	6,700.00
	Total dollar amount of se	curities distributed	20,249,324.24
	Total number of unique purchasers ^{2b}	2,832	

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{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.

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)

TEM 8 - COMPENSATION	INFORMATION								
Provide information for each perso the distribution. Complete addition								ation in co	onnection with
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 w the Instructions and the meaning o							ing of "con	nected" i	n Part B(2) of
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 Canadian dollars. Include cash com incidental to the distribution, such a allocation arrangements with the d	missions, securities-b ns clerical, printing, le	ased compensatio gal or accounting	n, gifts, discoun services. An issu	ts or othe ıer is not	er compen required t	sation. Do	not report	t paymen	ts for services
Cash commissions paid					Security of	code 1	Security coc	le 2 Se	curity code 3
Value of all securities distributed as compensation ⁴			Security codes						
Describe term	ns of warrants, option	s or other rights							
Other compensation ⁵		Describe							
Total compensation paid									
Check box if the perso	n will or may receive	any deferred con	npensation (des	cribe the	terms be	elow)			
4									
⁴ Provide the aggregate value of a additional securities of the issuer. rights exercisable to acquire addit ⁵ Do not include deferred compens	Indicate the security ional securities of the	codes for all secu							

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER 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 jurisdiction of Canada Foreign public issuer Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada⁶ Provide name of reporting issuer Wholly owned subsidiary of a foreign public issuer⁶ Provide name of foreign public issuer Issuer distributing only eligible foreign securities and the distribution is to permitted clients only⁷ 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, ⁷Check 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). 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. Business location of non-individual or Relationship to issuer residentail Secondary given (select all that apply) jurisdiction of Organization or company name Family name First given name names individual Province or country D 0 Ρ British Columbia Lee Mathew **√** Gothie Kari United States Patel Rakesh **United States** Douglas United States ✓ Chloupek Singhavon Norton British Columbia ✓ Ruditsky Neil United States 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	Relationship to promoter (select one or both if applicable)		
				Province or country	D	0	

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, 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	Juva Life Inc.						
Full legal name	Lee						
	Family name	First given name	'	Seconda	ary given n	ames	
Title	Chief Financial Officer						
Telephone number	6048627953	Email address	mat@juvalife.com				
Signature	Mathew Lee" Date 20		2020	03	06		
			YYYY	MM	DD		

ITEM 11- CONTACT PERSON								
	ness contact information for this report, if different than t		3 ,	regulator mo	ay contact with any questions			
Same as individua	al certifying the report							
Full legal name				Title				
•	Family name	First given name	Secondary given names		_			
Name of company								
Telephone number		Er	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.