Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9088851

ITEM 1 - REPORT TYPE						
✓ New report						
☐ Amended report If amended, provid						
ITEM 2 - PARTY CERTIFYING THE REPORT						
Indicate the party certifying the report (select only one). Fo Instrument 81-106 Investment Fund Continuous Disclosur	For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National					
☐ Investment fund issuer	sare and the companion policy to 141 or 100.					
✓ Issuer (other than an investment fund)	d)					
Underwriter	- ,					
-						
ITEM 3 - ISSUER NAME AND OTHER IDENTI						
Provide the following information about the issuer, or if the						
	Living Trust					
Previous full legal name						
If the issuer's name changed in the last 12 month	nths, provide most recent previous legal name.					
Website	(if applicable)					
If the issuer has a legal entity identifier_provide below. Re	Refer to Part B of the Instructions for the definition of "legal entity identifier".					
Legal entity identifier						
If two or more issuers distributed a single security, provide	ide the full legal name(s) of the co-issuer(s) other than the issuer named above.					
Full legal name(s) of co-issuer(s)	(if applicable)					
ITEM 4 - UNDERWRITER INFORMATION						
If an underwriter is completing the report, provide the und	underwriter's full legal name and firm NRD number.					
Full legal name						
Firm NRD number	Oer (if applicable)					
If the underwriter does not have a firm NRD number, prov	rovide the head office contact information of the underwriter.					
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 in your reasonable judgment most closely corresponds to the issuer's primary business activity.				
NAICS industry code 6 2 3 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 ☐ 50 - 99 ☐ 100 - 499 ☐ 500 or more				
c) SEDAR profile number				
Does the issuer have a SEDAR profile?				
No Yes If yes, provide SEDAR profile number 0 0 0 4 4 8 0 2				
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 □ YT				
g) Public listing status				
If the issuer has a CUSIP number, provide below (first 6 digits only)				
CUSIP number				
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an				
exchange and not a trading facility such as, for example, an automated trading system. Exchange name				
h) Size of issuer's assets				
, , , , , , , , , , , , , , , , , , , ,				

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

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

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 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	it most accurately identifies the issuer (select only one) .				
Money market	☐ Equity ☐ Fixed income ☐ Balanced				
Alternative strate	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					
	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union ollective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.				
c) Date of formation and financial year-end of the investment fund					
Date of formation Financial year-end MM DD Financial year-end					
d) Reporting issuer status of the investment fund					
Is the investment fund a reporting 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 T				
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	\$5M to under \$25M \$25M to under \$100M				
\$100M to under \$500	DM S500M to under \$1B S1B 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. Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. US dollar ✓ Canadian 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 2020 04 03 2020 04 03 YYYY MM DD YYYY MM DD 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 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 of securities	Single or lowest price	Highest price	Total amount
UNT			86,448.00	10.0000		864,480.00

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.

Convertible / exchangeable security code		angeable Underly		Underlying security code			ise price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
						Lowest	Highest			

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 iurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique ² purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	1	20,000.00
Alberta	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	2	63,800.00
British Columbia	NI 45-106 2.3 [Accredited investor]	4	69,300.00
British Columbia	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	2	22,900.00
Nova Scotia	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	1	11,700.00
Ontario	NI 45-106 2.3 [Accredited investor]	3	103,000.00
Ontario	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	8	132,500.00

Québec	NI 45-106 2.3 [Accredited investor]	13	408,980.00		
Québec	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	2	20,000.00		
Saskatchewan	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	1	12,300.00		
	Total dollar amount of securities distributed				
	Total number of unique purchasers ² b	37			

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

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

^{2b} In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 8 - COMPENSATION IN	NFORMATION				
Provide information for each person the distribution. Complete addition			will provide, any compensation in connection with c, compensated.		
Indicate whether any compensation	Indicate whether any compensation was paid, or will be paid, in connection with the distribution.				
No ✓ Yes	If yes, indicate number of pers	sons compensated.	3		
a) Name of person compensa	ated and registration status				
Indicate whether the person compen	sated is a registrant.	☐ No ✓ Ye	es		
If the person compensated is an indi	vidual, provide the name of the indi	vidual.			
Full legal name of individua	d				
	Family name	First given name	e Secondary given names		
If the person compensated is not an	individual, provide the following info	ormation.			
Full legal name of ne	on-individual RETHINK AND [DIVERSIFY SECURITIES I	INC		
Firm N	NRD number 4 7 2	5 0	(if applicable)		
Indicate whether the person compen					
b) Business contact informati	on				
If a firm NRD number is not provided	d in Item 8 (a), provide the business	contact information of the pers	son being compensated.		
Street address					
Municipality		Prov	rince/State		
Country		Postal code	e/Zip code		
Email address		Telephoi	ne number		
c) Relationship to issuer or investment fund manager					
Indicate the person's relationship wit the Instructions and the meaning of			fer to the meaning of "connected" in Part B(2) of g this section.		
Connect with the issuer or	investment fund manager	☐ Insider of the	he issuer (other than an investment fund)		
Director or officer of the in	vestment fund or investment fund n	nanager	of the issuer or investment fund manager		
None of the above		_			
d) Compensation details					
Canadian dollars. Include cash comm	nissions, securities-based compensat clerical, printing, legal or accountin	ion, gifts, discounts or other col g services. An issuer is not requ	n with the distribution. Provide all amounts in mpensation. Do not report payments for services uired to ask for details about, or report on, internal the issuer.		
Cash commissions paid	4,036.00	Sec	curity code 1 Security code 2 Security code 3		
Value of all securities distributed as compensation ⁴		Security codes			
Describe terms	of warrants, options or other rights				
Other compensation ⁵	Describe				
Total compensation paid	4,036.00				
	will or may receive any deferred co	mpensation (describe the terr	ns below)		
1/4LY TRAILER FEES					
⁴ Provide the aggregate value of all	securities distributed as compansa	tion excluding ontions warrar	nts or other rights exercisable to acquire		
	ndicate the security codes for all se		sation, <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 informa	tion.			
Full legal name of non-individual PINNACLE WEALTH	BROKERS INC			
Firm NRD number 3 1 7	4 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 conto	act 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 the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for t				
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 mana	ger 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, gincidental to the distribution, such as clerical, printing, legal or accounting ser	vices. 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-ind	ividual compensated by the issuer.			
Cash commissions paid 28,443.20	Security code 1 Security code 2 Security code 3			
Value of all securities distributed as compensation ⁴ Sec	urity codes			
Describe terms of warrants, options or other rights				
Other compensation ⁵ Describe				
Total compensation paid 28,443.20				
✓ Check box if the person will or may receive any deferred compensation (describe the terms below)				
1/4LY TRAILER FEES				
⁴ Provide the aggregate value of all securities distributed as compensation, additional securities of the issuer. Indicate the security codes for all securiti rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.				

a) Name of person compensated and registration status								
Indicate whether the person compe	nsated is a registrant.		☐ No	✓ Yes				
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individua	al							
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 AXCESS CAPITAL ADVISORS INC.								
Firm NRD number 3 4 0 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	tion							
If a firm NRD number is not provide	ed in Item 8 (a), provide the bu	ısiness co	ntact information of	the person being co	mpensated.			
Street address								
Municipality				Province/State				
Country			Pos	tal code/Zip code				
Email address			Te	elephone 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)								
<u></u>	nvestment fund or investmen	fund ma	_	nployee of the issue				
<u> </u>	TVOSITION TANGET INVOSITION	Taria ma		iployee of the loads	or investment rai	a manager		
✓ None of the above								
d) Compensation details								
Provide details of all compensation p Canadian dollars. Include cash commincidental to the distribution, such a allocation arrangements with the dis	missions, securities-based com s clerical, printing, legal or acc	pensation counting :	n, gifts, discounts or c services. An issuer is a	other compensation. not required to ask f	Do not report pay	ments for services		
Cash commissions paid	2,100.00			Security code 1	Security code 2	Security code 3		
Value of all securities distributed as compensation ⁴		S	Security codes					
· .	s of warrants, options or othe	r rights						
Other compensation ⁵	D	escribe						
Total compensation paid	2,100.00							
	n will or may receive any defe	rred com	pensation (describe	the terms below)				
1/4LY TRAILER FEE	S							
⁴ Provide the aggregate value of all additional securities of the issuer. rights exercisable to acquire additi ⁵ Do not include deferred compensa-	Indicate the security codes for ional securities of the issuer.							

TEM 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	Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶								
Provide nar	Provide name of reporting issuer								
Wholly owned subsidiary of	a foreign public iss	uer ⁶						_	
Provide name of foreign public issuer									
Issuer distributing only eligi	ble foreign securitie	s and the distribution	n is to permitted clie	ents only ⁷				_	
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (c). Proceed to Item	10.					
⁶ 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. 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. If the issuer is none of the above, check this box and complete Item 9(a) - (c).									
			., .,						
a) Directors, executive officer	s 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					
				Province or	Province or country		0	Р	
	Peterson	Michael		Ontario 🗸		✓	✓		
	MacDonald	James		Ontario		✓	✓		
	MAXWELL	MARK		Alberta		✓			
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 Relationship to promotion (select one or both if app					

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.

Province or

country

D

0

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	LEVANTE LIVING TRUST						
Full legal name	MACDONALD						
	Family name	First given name	•	Seconda	ary given na	ames	
Title	TRUSTEE						
Telephone number	4165607491	Email address	JIM@LEV	/ANTELI	VING.C	ОМ	
Signature	JAMES MACDONALD	2020	04	13			
			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	MACDONALD	KATHLEEN				Title	MANAGER, CLIENT SERVICES	
	Family name	First given na	ame	Secondary	given names			
Name of company	LEVANTE LIVING TRU	ST						
Telephone number	9053301856		Ema	il address	KATHY@LE	VANTEL	LIVING.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.