

Province of Saskatchewan

Registrar of Regulations
Filed JUL 28 2016
SR 65/2016

Minister's Order

The Minister of Justice and Attorney General, pursuant to section 7 of The Securities Commission (Regulation Procedures) Regulations, approves The Securities Commission (Adoption of National Instruments, Report of Exempt Distributions) Amendment Regulations, 2016 in accordance with the attached Schedule.

(For administrative purposes only)

Authority:

The Securities Commission (Regulation Procedures) Regulations - section 7



Province of Saskatchewan

Commission Order

Authority:

The Financial and Consumer Affairs Authority of Saskatchewan, pursuant to section 154 of The Securities Act, 1988, makes The Securities Commission (Adoption of National Instruments, Report of Exempt Distributions) Amendment Regulations, 2016 in accordance with the attached Schedule.
Dated at the City of Regina, the $\frac{14^{t}}{4}$ day of $\frac{1}{4}$ day of $\frac{1}{4}$, 2016.
RUSTAN
Chairperson
Financial and Consumer Affairs Authority of Saskatchewan
(For administrative purposes only)

The Securities Act, 1988 - section 154

Title

1 These regulations may be cited as The Securities Commission (Adoption of National Instruments, Report of Exempt Distributions) Amendment Regulations, 2016.

R.R.S. c.S-42.2 Reg 3, Part XLIII amended

- 2 Part XLIII of the Appendix to The Securities Commission (Adoption of National Instruments) Regulations is amended:
 - (a) by adding the following section after section 1.7:

"Designation of insider

- 1.8 For the purpose of this Instrument, in Ontario, the following classes of persons are designated as insiders:
 - (a) a director or an officer of an issuer;
 - (b) a director or an officer of a person that is an insider or a subsidiary of an issuer;
 - (c) a person that has
 - (i) beneficial ownership of, or control or direction over, directly or indirectly, securities of an issuer carrying more than 10% of the voting rights attached to all the issuer's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person as underwriter in the course of a distribution, or
 - (ii) a combination of beneficial ownership of, and control or direction over, directly or indirectly, securities of an issuer carrying more than 10% of the voting rights attached to all the issuer's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person as underwriter in the course of a distribution;
 - (d) an issuer that has purchased, redeemed or otherwise acquired a security of its own issue, for so long as it continues to hold that security";
- (b) in subsection 6.1(1) by adding "completed" after "must file a";
- (c) in subsection 6.2(2) by striking out "financial year-end of the investment fund" and substituting "end of the calendar year";

APPROVED LEGISLATIVE DRAFTING SECTION

(d) by repealing subsection 6.3(1) and substituting the following:

"(1) The required form of report under section 6.1 [Report of exempt distribution] is Form 45-106F1";

(e) by adding the following section after section 8.4.2:

"Transition - investment funds - required form of report

8.4.3 Despite section 6.3, an investment fund that files a report on or before the date required by subsection 6.2(2) for a distribution that occurred before January 1, 2017 may file a report prepared in accordance with the version of Form 45 06F1 in force on June 29, 2016"; and

(f) by repealing Form 45-106F1 and substituting the following:

Form 45-106F1 Report of Exempt Distribution

A. General Instructions

1. Filing instructions

"

An issuer or underwriter that is required to file a report of exempt distribution and pay the applicable fee must file the report and pay the fee as follows:

- In British Columbia through BCSC eServices at http://www.bcsc.bc.ca.
- In Ontario through the online e-form available at http://www.osc.gov.on.ca.
- In all other jurisdictions through the System for Electronic Document Analysis and Retrieval (SEDAR) in accordance with National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR) if required, or otherwise with the securities regulatory authority or regulator, as applicable, in the applicable jurisdictions at the addresses listed at the end of this form.

The issuer or underwriter must file the report in a jurisdiction of Canada if the distribution occurs in the jurisdiction. If a distribution is made in more than one jurisdiction of Canada, the issuer or underwriter may satisfy its obligation to file the report by completing a single report identifying all purchasers, and file the report in each jurisdiction of Canada in which the distribution occurs. Filing fees payable in a particular jurisdiction are not affected by identifying all purchasers in a single report.

In order to determine the applicable fee in a particular jurisdiction of Canada, consult the securities legislation of that jurisdiction.

2. Issuers located outside of Canada

If an issuer located outside of Canada determines that a distribution has taken place in a jurisdiction of Canada, include information about purchasers resident in that jurisdiction only.

3. Multiple distributions

An issuer may use one report for multiple distributions occurring within 10 days of each other, provided the report is filed on or before the 10th day following the first distribution date. However, an investment fund



3

issuer that is relying on the exemptions set out in subsection 6.2(2) of NI 45-106 may file the report annually in accordance with that subsection.

4. References to purchaser

References to a purchaser in this form are to the beneficial owner of the securities.

However, if a trust company, trust corporation, or registered adviser described in paragraph (p) or (q) of the definition of 'accredited investor' in section 1.1 of NI 45-106 has purchased the securities on behalf of a fully managed account, provide information about the trust company, trust corporation or registered adviser only; do not include information about the beneficial owner of the fully managed account.

5. References to issuer

References to 'issuer' in this form include an investment fund issuer and a non-investment fund issuer, unless otherwise specified.

6. Investment fund issuers

If the issuer is an investment fund, complete Items 1-3, 6-8, 10, 11 and Schedule 1 of this form.

7. Mortgage investment entities

If the issuer is a mortgage investment entity, complete all applicable items of this form other than Item 6.

8. Language

The report must be filed in English or in French. In Québec, the issuer or underwriter must comply with linguistic rights and obligations prescribed by Québec law.

9. Currency

All dollar amounts in the report must be in Canadian dollars. If the distribution was made or any compensation was paid in connection with the distribution in a foreign currency, convert the currency to Canadian dollars using the daily noon exchange rate of the Bank of Canada on the distribution date. If the distribution date occurs on a date when the daily noon exchange rate of the Bank of Canada is not available, convert the currency to Canadian dollars using the most recent closing exchange rate of the Bank of Canada available before the distribution date. For investment funds in continuous distribution, convert the currency to Canadian dollars using the average daily noon exchange rate of the Bank of Canada for the distribution period covered by the report.

If the Bank of Canada no longer publishes a daily noon exchange rate and closing exchange rate, convert foreign currency using the daily single indicative exchange rate of the Bank of Canada in the same manner described in each of the three scenarios above.

If the distribution was not made in Canadian dollars, provide the foreign currency in Item 7(a) of the report.

10. Date of information in report

Unless otherwise indicated in this form, provide the information as of the distribution end date.

11. Date of formation

For the date of formation, provide the date on which the issuer was incorporated, continued or organized (formed). If the issuer resulted from an amalgamation, arrangement, merger or reorganization, provide the date of the most recent amalgamation, arrangement, merger or reorganization.

12. Security codes

Wherever this form requires disclosure of the type of security, use the following security codes:

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1

Security code	Security type
BND	Bonds
CER	Certificates (including pass-through certificates, trust certificates)
CMS	Common shares
CVD	Convertible debentures
CVN	Convertible notes
CVP	Convertible preferred shares
DEB	Debentures
FTS	Flow-through shares
FTU	Flow-through units
LPU	Limited partnership units
NOT	Notes (include all types of notes except convertible notes)
ОРТ	Options
PRS	Preferred shares
RTS	Rights
UBS	Units of bundled securities (such as a unit consisting of a common share and a warrant)
UNT	Units (exclude units of bundled securities, include trust units and mutual fund units)
WNT	Warrants
OTH	Other securities not included above (if selected, provide details of security type in Item 7d)

B. Terms used in the form

1. For the purposes of this form:

'designated foreign jurisdiction' means Australia, France, Germany, Hong Kong, Italy, Japan, Mexico, the Netherlands, New Zealand, Singapore, South Africa, Spain, Sweden, Switzerland or the United Kingdom of Great Britain and Northern Ireland;

'eligible foreign security' means a security offered primarily in a foreign jurisdiction as part of a distribution of securities in either of the following circumstances:

- (a) the security is issued by an issuer
 - (i) that is incorporated, formed or created under the laws of a foreign jurisdiction,
 - (ii) that is not a reporting issuer in a jurisdiction of Canada,
 - (iii) that has its head office outside of Canada, and
 - (iv) that has a majority of the executive officers and a majority of the directors



5

ordinarily resident outside of Canada;

- (b) the security is issued or guaranteed by the government of a foreign jurisdiction;
- 'foreign public issuer' means an issuer where any of the following apply:
 - (a) the issuer has a class of securities registered under section 12 of the 1934 Act;
 - (b) the issuer is required to file reports under section 15(d) of the 1934 Act;
 - (c) the issuer is required to provide disclosure relating to the issuer and the trading in its securities to the public, to security holders of the issuer or to a regulatory authority and that disclosure is publicly available in a designated foreign jurisdiction;

'legal entity identifier' means a unique identification code assigned to the person:

- (a) in accordance with the standards set by the Global Legal Entity Identifier System, or
- (b) that complies with the standards established by the Legal Entity Identifier Regulatory Oversight Committee for pre-legal entity identifiers;
- 'permitted client' has the same meaning as in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations;
- 'SEDAR profile' means a filer profile required under section 5.1 of National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR).
- 2. For the purposes of this form, a person is connected with an issuer or an investment fund manager if either of the following applies:
 - (a) one of them is controlled by the other;
 - (b) each of them is controlled by the same person.



6

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 amended, provide filing date of report that is being amended. (YYYY-MM-DD)							
Lund							
ITEM 2 - PARTY CERTIFYING THE REPORT							
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.							
Investment fund issuer							
Issuer (other than an investment fund							
Underwriter							
ITEM 3 - ISSUER NAME AND OTHER IDENTIFIERS							
Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.							
Full legal name							
Previous full legal name							
If the issuer's name changed in the last 12 months, provide most recent previous legal name.							
Website (if applicable)							
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of 'legal entity identifier'.							
Legal entity identifier							
ITEM 4 - UNDERWRITER INFORMATION							
If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.							
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/State							
Country Postal code/Zip code							
/if onelisable)							
Telephone number (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
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
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 <u>SEDAR</u> profile?
No Yes If yes, provide SEDAR profile number
If the issuer does not have a SEDAR profile complete Item 5(d) - (h).
d) Head office address Street address Province/State
Street address
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 jurisdiction 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 NTS
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 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 names
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 to under \$100M
\$100M to under \$500M to under \$1B or over



ITEM 6 - INVESTMENT FUND ISSUER INFORMAT	
If the issuer is an investment fund, provide the following info	rmation:
a) Investment fund manager information	
Full legal name	
Firm NRD number	(if applicable)
If the investment fund manager does not have a firm NRD number, pr	ovide 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 that most accurately identifies the issuer	(select only one).
Money market Equity	Fixed income
Balanced Alternative	e strategies Other
Indicate whether one or both of the following apply to the investm	ent fund.
Invests primarily in other investment fund	issuers.
Is a UCITs Fund ¹	
¹ Undertaking for the Collective Investment of Transferable Securities fundative directives that allow collective investment schemes to operate throughout to	s (UCITs Funds) are investment funds regulated by the European Union (EU) he EU on a passport basis on authorization from one member state.
c) Date of formation and financial year-end of the inve	stment fund
Date of formation YYYY MM DD Financial ye	ar-end MM DD
d) Date of formation and financial year-end of the inve	stment fund
Is the investment fund a reporting issuer in any jurisdiction of Can	ada? No Yes
If yes, select the jurisdictions of Canada in which the investment f	und 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 issuer has a CUSIP number, provide below (first 6 digits only	<i>i</i>).
CUSIP number	changes on which its securities are listed. Include only the names of
if the investment fund is publicly listed, provide the harlies of all exexchanges for which the investment fund has applied for and rece	ived a listing, which excludes, for example, automated trading systems.
Exchange names	
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 \$500M \$500M to under \$1B	\$1B or over Date of NAV calculation:



9

	WATION AL	BOUT TH	IE DISTR	BUT	ON			
lf an issuer located out ourchasers resident in should be disclosed in	that jurisdiction	of Canada	only. Do not i	nclude	in Item 7 securii	ties issued as paym	ent of commission	ons or finder's fees, which
a) Currency								
Select the currency or	currencies in v	vhich the di	istribution wa	s made	e. All dollar amo	unts provided in th	e report must be	in Canadian dollars.
Canadian	dollar	Us	S dollar		Euro	Other (d	escribe)	
b) Distribution	date(s)							
State the distribution distribution date as bo start and end dates fo	oth the start an	id end date	es. If the rep	ort is b	eing filed for se	s distributed on on ecurities distribute	ly one distribut d on a continuo	ion date, provide the us basis, include the
Start da	ate YYYY	MM	DD			End	d date YY	(Y MM DD
c) Detailed pur	rchaser inforr	nation						
Complete Schedu	le 1 of this t	form for e	each purci	naser	and attach t	he schedule to	the complet	ed report.
d) Types of se	curities distri	buted						
Provide the following info	ormation for all dis	stributions th	nat take place i number, indical	n a juris e the fui	diction of Canada Il 9-digit CUSIP n	a on a per security ba umber assigned to th	asis. Refer to Part ne security being o	A of the Instructions for ho distributed.
s indicate the second of	oue. Il providing i						Canadian \$	
Security code	CUSIP numb		scription of security	 Bernard 	umber of	Single or lowest	Highest price	Total amount
						price		
				1				
e) Details of rights	and convertible	e/exchang	ieable securi	ties				
e) Details of rights	s. options) were d	distributed, p	provide the exe	rcise pr	ice and expiry da	ite for each right. If ar	ny convertible/exc	hangeable securities were
anv rights (e.g. warrant:	s. options) were d	distributed, p	provide the exe	rcise pr	ice and expiry da ch convertible/ex	nte for each right. If ar changeable security.	ny convertible/exc	hangeable securities were
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		Province or country		Net proceeds (Canadian \$)	
	Total net proceeds	to the investment fund			
		realized in the jurisdiction from the dis	tributions for which the report	is being filed, less the gross red	lemptior
ed during Offering i bution ha	materials - This section as occurred in Saskatchewa	red by the report. applies only in Saskatchewan, O n, Ontario, Québec, New Brunswick on relied on to be filed with or delivered	ntario, Québec, New Brun or Nova Scotia, complete the to to the securities regulatory au	swick and Nova Scotia able below by listing the offering thority or regulator in those juris	materions
Offering I bution ha	materials - This section as occurred in Saskatchewa er the prospectus exemption offening materials listed in the	red by the report. applies only in Saskatchewan, O	ntario, Québec, New Brun or Nova Scotia, complete the to to the securities regulatory au delivered to the Ontario Securi	swick and Nova Scotia able below by listing the offering thority or regulator in those juris	materions

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
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
Firm NRD number (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding ortal 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
Telephone number 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. Connected 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
Value of all securities Security code 1 Security code 2 Security code 3
distributed as compensation ⁴
Describe terms of warrants, options or other rights
Other compensation 5 Describe
Total compensation paid
Check box if the person will or may receive any deferred compensation (describe the terms below).
Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer. On not include deferred compensation.



If the issuer is an investment fund, do not complete item 9. Proceed to Item 10. Indicate whether the issuer is any of the following (select all that apply). Reporting issuer in any jurisdiction of Canada Foreign public issuer Wholly owned subsidiary of a reporting issuer Wholly owned subsidiary of a foreign public issuer of Provide name of reporting issuer Issuer distributing eligible foreign securities only to permitted clients 7 If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. An issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. An issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. An issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. An issuer is at least one of the above, do not complete Item 9(a) – (c). The issuer is at least one of the above, check this box and complete Item 9(a) – (c). 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. Provide the following information for each director, executive officer and promoter of the issuer. Organization or company name Family name First given name First gi	TEM 9 - DIRECTORS, EXECUTIV	/E OFFICERS A	ND PROM	OTERS OF T	HE ISSUEF	:				
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# [TAN BERN TONG TONG TONG TONG TONG TONG TONG TON	Organization or company name	Family name			jurisdicti	on of				
					Province or	country	D		0	
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)	c) Residential address of each in	ndividual								



13

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 unders all of the information pr 	stand this report; and ovided in this report is true.		
Full legal name of individual			
	Family name	First given name	Secondary given names
Title [
Name of issuer/underwriter/ investment fund manager			
Telephone number		Email address	
Signature		Date	YYYY MM DD

ITEM 11 - CONTACT	PERSON			
Provide the following be contact with any quest	ousiness contact information tions regarding the contents	n for the individual that the s s of this report, if different the	securities regulatory authorit an the individual certifying t	y or regulator may he report in Item 10.
Same as indi	vidual certifying the report			
Full legal name				
•	Family name	First given name	Secondary given names	
Name of	company			
Telephone	e number	Email ad	Idress	

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 Schedule 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
- has authorized the indirect collection of the information by the securities regulatory authority or regulator.



14

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)

Schedule 1 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.

The information in this schedule 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.

a) General information (provide only once)

- 1. Name of issuer
- 2. Certification date (YYYY-MM-DD)

Provide the following information for each purchaser that participated in the distribution. For each purchaser, create separate entries for each distribution date, security type and exemption relied on for the distribution.

b) Legal name of purchaser

- 1. Family name
- 2. First given name
- 3. Secondary given names
- 4. Full legal name of non-individual (if applicable)

c) Contact information of purchaser

- 1. Residential street address
- 2. Municipality
- 3. Province/State
- 4. Postal code/Zip code
- 5. Country
- 6. Telephone number
- 7. Email address (if available)

d) Details of securities purchased

- 1. Date of distribution (YYYY-MM-DD)
- 2. Number of securities
- Security code
- 4. Amount paid (Canadian \$)

e) Details of exemption relied on

- 1. Rule, section and subsection number
- If relying on section 2.3 [Accredited investor] of NI 45-106, provide the paragraph number in the definition of 'accredited investor' in section 1.1 of NI 45-106 that applies to the purchaser. (select only one)
- 3. If relying on section 2.5 [Family, friends and business associates] of NI 45-106, provide:
 - a. the paragraph number in subsection 2.5(1) that applies to the purchaser (select only one); and
 - b. if relying on paragraphs 2.5(1)(b) to (i), provide:
 - the name of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser. (Note: if Item 9(a) has been completed, the name of the director, executive officer or control person must be consistent with the name provided in Item 9 and Schedule 2.)
 - ii. the position of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser.
- 4. If relying on subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) [Offering memorandum] of NI 45-106 and the purchaser is an eligible investor, provide the paragraph number in the definition of 'eligible investor' in section 1.1 of NI 45-106 that applies to the purchaser. (select only one)

f) Other information

- 1. Is the purchaser a registrant? (Y/N)
- 2. Is the purchaser an insider of the issuer? (Y/N) (not applicable if the issuer is an investment fund)
- Full legal name of person compensated for distribution to purchaser. If the person compensated is a registered firm, provide the firm NRD number only. (Note: the name must be consistent with name of the person compensated as provided in Item 8.)



15

INSTRUCTIONS FOR SCHEDULE 1

Any securities issued as payment for commissions or finder's fees must be disclosed in Item 8 of the report, not in Schedule 1.

Details of exemption relied on — When identifying the exemption the issuer relied on for the distribution to each purchaser, refer to the rule, statute or instrument in which the exemption is provided and identify the specific section and, if applicable, subsection or paragraph. For example, if the issuer is relying on an exemption in a National Instrument, refer to the number of the National Instrument, and the subsection or paragraph number of the specific provision. If the issuer is relying on an exemption in a local blanket order, refer to the blanket order by number.

For exemptions that require the purchaser to meet certain characteristics, such as the exemption in section 2.3 [Accredited investor], section 2.5 [Family, friends and business associates] or subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) [Offering memorandum] of NI 45-106, provide the specific paragraph in the definition of those terms that applies to each purchaser.

Reports filed under paragraph 6.1(1)(j) [TSX Venture Exchange offering] of NI 45-106 — For reports filed under paragraph 6.1(1)(j) [TSX Venture Exchange offering] of NI 45-106, Schedule 1 needs to list the total number of purchasers by jurisdiction only, and is not required to include the name, residential address, telephone number or email address of the purchasers.



SCHEDULE 2 TO FORM 45-106F1 (CONFIDENTIAL DIRECTOR, EXECUTIVE OFFICER, PROMOTER AND CONTROL PERSON INFORMATION)

Schedule 2 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.

Complete the following only if Item 9(a) is required to be completed. This schedule also requires information to be provided about control persons of the issuer at the time of the distribution.

The information in this schedule 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.

- a) General information (provide only once)
 - 1. Name of issuer
 - 2. Certification date (YYYY-MM-DD)
- b) Business contact information of Chief Executive Officer (if not provided in Item 10 or 11 of report)
 - 1. Email address
 - 2. Telephone number
- c) Residential address of directors, executive officers, promoters and control persons of the issuer Provide the following information for each individual who is a director, executive officer, promoter or control person of the issuer at the time of the distribution. If the promoter or control person is not an individual, provide the following information for each director and executive officer of the promoter and control person. (Note: names of directors, executive officers and promoters must be consistent with the information in Item 9 of the report, if required to be provided.)
 - 1. Family name
 - 2. First given name
 - 3. Secondary given names
 - 4. Residential street address
 - 5. Municipality
 - 6. Province/State
 - 7. Postal code/Zip code
 - 8. Country
 - Indicate whether the individual is a control person, or a director and/or executive officer of a control person (if applicable)
- d) Non-individual control persons (if applicable)

If the control person is not an individual, provide the following information. For locations within Canada, state the province or territory, otherwise state the country.

- 1. Organization or company name
- 2. Province or country of business location



Questions:

Refer any questions to:

Alberta Securities Commission

Suite 600, 250 - 5th Street SW Calgary, Alberta T2P 0R4 Telephone: (403) 297-6454

Toll free in Canada: 1-877-355-0585

Facsimile: (403) 297-2082

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2 Inquiries: (604) 899-6854 Toll free in Canada: 1-800-373-6393

Facsimile: (604) 899-6581 Email: inquiries@bcsc.bc.ca

The Manitoba Securities Commission

500 - 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: (204) 945-2548

Toll free in Manitoba 1-800-655-5244

Facsimile: (204) 945-0330

Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Telephone: (506) 658-3060 Toll free in Canada: 1-866-933-2222

Facsimile: (506) 658-3059 Email: info@fcnb.ca

Government of Newfoundland and Labrador Financial Services Regulation Division

P.O. Box 8700 Confederation Building 2nd Floor, West Block Prince Philip Drive

St. John's, Newfoundland and Labrador A1B 4J6

Attention: Director of Securities Telephone: (709) 729-4189 Facsimile: (709) 729-6187

Government of the Northwest Territories Office of the Superintendent of Securities

P.O. Box 1320

Yellowknife, Northwest Territories X1A 2L9

Attention: Deputy Superintendent, Legal & Enforcement

Telephone: (867) 920-8984 Facsimile: (867) 873-0243

Nova Scotia Securities Commission

Suite 400, 5251 Duke Street **Duke Tower** P.O. Box 458 Halifax, Nova Scotia B3J 2P8 Telephone: (902) 424-7768 Facsimile: (902) 424-4625

Government of Nunavut Department of Justice

Legal Registries Division P.O. Box 1000, Station 570 1st Floor, Brown Building Igaluit, Nunavut X0A 0H0 Telephone: (867) 975-6590 Facsimile: (867) 975-6594

Ontario Securities Commission

20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: (416) 593-8314 Toll free in Canada: 1-877-785-1555

Facsimile: (416) 593-8122

Email: exemptmarketfilings@osc.gov.on.ca

Public official contact regarding indirect collection of

information: Inquiries Officer

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building

P.O. Box 2000

Charlottetown, Prince Edward Island C1A 7N8

Telephone: (902) 368-4569 Facsimile: (902) 368-5283

Autorité des marchés financiers

800. Square Victoria, 22e étage C.P. 246, Tour de la Bourse Montréal, Québec H4Z 1G3

Telephone: (514) 395-0337 or 1-877-525-0337 Facsimile: (514) 873-6155 (For filing purposes only) Facsimile: (514) 864-6381 (For privacy requests only) Email: financementdessocietes@lautorite.qc.ca (For

corporate finance issuers);

fonds dinvestissement@lautorite.qc.ca (For investment

fund issuers)

Financial and Consumer Affairs Authority of Saskatchewan

Suite 601 - 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: (306) 787-5879 Facsimile: (306) 787-5899

Government of Yukon **Department of Community Services**

Law Centre, 3rd Floor 2130 Second Avenue Whitehorse, Yukon Y1A 5H6 Telephone: (867) 667-5314 Facsimile: (867) 393-6251



Coming into force

3 These regulations come into force on the day on which they are filed with the Registrar of Regulations.

