

CSA Notice regarding

Coordinated Blanket Order 13-933 Temporary exemption from the requirement to transmit a report of exempt distribution through SEDAR+ in connection with distributions of eligible foreign securities to permitted clients

July 20, 2023

Introduction

The Canadian Securities Administrators (the CSA or we) are publishing substantively harmonized exemptions from the requirement to transmit a Form 45-106F1 Report of Exempt Distribution (Report of Exempt Distribution) through the System for Electronic Data Analysis and Retrieval + (SEDAR+) subject to certain conditions.

Every member of the CSA is implementing the relief through a local blanket order entitled Coordinated Blanket Order 13-933 Temporary exemption from the requirement to transmit a report of exempt distribution through SEDAR+ in connection with distributions of eligible foreign securities to permitted clients (collectively, the **blanket order**). Although the outcome is the same in all CSA jurisdictions, the language of the blanket order issued by each province or territory may not be identical because each jurisdiction's blanket order must fit within the authority provided in local securities legislation.

Background

On June 9, 2023, National Instrument 13-103 System for Electronic Data Analysis and Retrieval + (SEDAR+) (NI 13-103) came into force. Pursuant to NI 13-103, a Report of Exempt Distribution must be transmitted through SEDAR+.

Description of blanket order

The blanket order provides an exemption from the requirement to transmit a Report of Exempt Distribution through SEDAR+ for a distribution of an "eligible foreign security" to a "permitted client", as such terms are defined in the Report of Exempt Distribution. A person or company eligible to rely on the blanket order must file the form of report in Appendix B to the blanket order¹ in each jurisdiction where a distribution occurred in the manner set out in Appendix A to

¹ The version of the report in Appendix B is based on the version of the report that was in force on June 8, 2023. The Report of Exempt Distribution was amended on June 9, 2023, to remove certain information captured by a SEDAR+ profile, to reduce duplication, but the issuers whose securities are being reported in reliance on the blanket order are not likely to have a SEDAR+ profile.

the blanket order.²

In jurisdictions where a copy of an offering memorandum provided to a prospective purchaser is required to be delivered to the securities regulatory authority or regulator, the blanket order also provides an exemption from the requirement to transmit the offering memorandum through SEDAR+ provided that it is transmitted in the manner set out in Appendix A to the blanket order.

The exemption is available to allow the CSA to consider potential enhancements to the functionality of SEDAR+.

The blanket order does not otherwise relieve a person or company from any of the reporting requirements in Part 6 of National Instrument 45-106 *Prospectus Exemptions* or the filing fees or late fees in respect of the Report of Exempt Distribution. Reports of Exempt Distribution filed in reliance on the blanket order will be publicly available on request made to the CSA members.

Term of blanket order

The blanket order will come into effect on July 21, 2023. In certain jurisdictions, the blanket order includes an expiry date based on the term limits for blanket orders in the jurisdiction.³ We expect that the blanket order will be revoked or replaced before the expiry date. We will provide advance notice before revoking or replacing the blanket order.

Questions

If you have any questions regarding the blanket order, please contact any of the following:

Ontario Securities Commission Melissa Taylor Senior Legal Counsel, Corporate Finance <u>mtaylor@osc.gov.on.ca</u>

Alberta Securities Commission Lanion Beck Senior Legal Counsel, Corporate Finance <u>lanion.beck@asc.ca</u> British Columbia Securities Commission Victoria Steeves Senior Legal Counsel, Corporate Finance vsteeves@bcsc.bc.ca

Financial and Consumer Affairs Authority of Saskatchewan Heather Kuchuran Director, Corporate Finance <u>heather.kuchuran@gov.sk.ca</u>

² Although the blanket order is local, the alternative manner of filing for all jurisdictions is included in Appendix A to the blanket order, for ease of reference. In all jurisdictions, filers must use the Excel spreadsheets for Schedule 1 and Schedule 2 of the report that are available on the Canadian Securities Administrators website at the following address: https://www.securities-administrators.ca/resources/reports-of-exempt-distribution/. In Ontario, the blanket order also requires filers use the fillable PDF form available on that website. The fillable PDF may not be used in Québec and its use is optional in jurisdictions other than Ontario and Québec

³ For example, in Ontario, the term of the blanket order is 18 months.

Manitoba Securities Commission Patrick Weeks Deputy Director – Corporate Finance Patrick.Weeks@gov.mb.ca

Financial and Consumer Services Commission Frank McBrearty Manager, Corporate Finance <u>Frank.McBrearty@fcnb.ca</u>

Nova Scotia Securities Commission Peter Lamey Securities Analyst <u>Peter.Lamey@novascotia.ca</u> Autorité des marchés financiers Najla Sebaai Senior Policy Advisor, Corporate Finance najla.sebaai@lautorite.qc.ca

Financial and Consumer Services Commission Joe Adair Senior Securities Analyst Joe.Adair@fcnb.ca



Coordinated Blanket Order 13-933

Citation: Re Temporary exemption from the requirement to transmit a report of exempt distribution through SEDAR+ in connection with distributions of eligible foreign securities to permitted clients Date: July 20, 2023

Definitions

- 1. Terms defined in the *Securities Act* (New Brunswick) (the Act) and National Instrument 14-101 *Definitions* have the same meanings in this Order.
- 2. In this Order:

"eligible foreign security" has the same meaning as in Form 45-106F1 *Report of Exempt Distribution*;

"permitted client" has the same meaning as in Form 45-106F1 Report of Exempt Distribution;

"SEDAR+" has the same meaning as in National Instrument 13-103 System for Electronic Data Analysis and Retrieval + (SEDAR+).

Background

- 3. On June 9, 2023, National Instrument 13-103 System for Electronic Data Analysis and Retrieval + (SEDAR+) (NI 13-103) came into force. Pursuant to NI 13-103, Form 45-106F1 Report of Exempt Distribution (Form 45-106F1) must be transmitted through SEDAR+.
- 4. The purpose of this Order is to provide an exemption from transmitting certain Forms 45-106F1 through SEDAR+ while the Canadian Securities Administrators consider potential enhancements to the functionality of SEDAR+.

Order

- 5. The Executive Director, acting under her delegated authority, considering that to do so would not be prejudicial to the public interest, orders under subsection 208(1) of the Act that a person is exempt from the requirement in section 2 of NI 13-103 to transmit a Form 45-106F1 through SEDAR+, provided that
 - (a) the Form 45-106F1 is only in respect of a distribution of an eligible foreign security to a permitted client, and

- (b) the person transmits the Form 45-106F1 to the securities regulatory authority or regulator
 - (i) in the manner set out in Appendix A to this Order, and
 - (ii) in the form set out in Appendix B to this Order.

Effective date and term

6. This Order comes into effect on July 21, 2023.

For the Commission:

"Original signed by"

To-Linh Huynh Executive Director of Securities

APPENDIX A

Jurisdiction	Manner of Filing
British Columbia	EDR@bcsc.bc.ca
Alberta	legalapplications@asc.ca
Saskatchewan	exemptions@gov.sk.ca
Manitoba	securities@gov.mb.ca
	A Form 45-106F1 must be:
	(1) completed using the fillable PDF of the form set out in Appendix B to this Order that is available on the Canadian Securities Administrators website at the following address: <u>https://www.securities-administrators.ca/resources/reports-of-exempt-distribution/;</u> and
	 (2) filed through the OSC electronic filing portal (<u>https://www.osc.ca/en/filing-documents-online</u>) in the following manner:
	(a) under "PDF submissions";
	(b) using the "Issuer" filer category;
	(c) under the document type "Report of Exempt Distribution Filings"; and
Ontario	(d) with Schedule 1 and, if applicable,Schedule 2 uploaded in Excel format under the "Other supporting documents" section.
	An offering memorandum must be delivered:
	 (1) through the OSC electronic filing portal (<u>https://www.osc.ca/en/filing-documents-online</u>); and
	(2) in either of the following manners:
	(a) at the same time as a Form 45-106F1, uploaded under the "Other supporting documents section"; or
	(b) separately from a Form 45-106F1, under the "Issuer" filer category and the document type "Any other document not identified above".

Jurisdiction	Manner of Filing
Québec	Dispenses.passeport@lautorite.qc.ca
	The fillable PDF of the form set out in Appendix B to this Order that is available on the Canadian Securities Administrators website may not be used.
New Brunswick	emf-md@fcnb.ca
Nova Scotia	NSSC_corp_finance@novascotia.ca
Prince Edward Island	ccis@gov.pe.ca
Newfoundland and Labrador	SecuritiesExemptions@gov.nl.ca
Yukon	Securities@Yukon.ca
Northwest Territories	securitiesregistry@gov.nt.ca
Nunavut	securities@gov.nu.ca

APPENDIX B

Form 45-106F1 Report of Exempt Distribution

Filed in reliance on Coordinated Blanket Order 13-933

A. General Instructions

1. Filing instructions

An issuer or underwriter must file the information required by this form in the manner specified in Appendix A to the blanket order. In all jurisdictions, the Excel spreadsheets for Schedule 1 and Schedule 2 that are available on the Canadian Securities Administrators website at the following address must be used: https://www.securities-administrators.ca/resources/reports-of-exempt-distribution/. In Ontario, the fillable PDF of this form available on the Canadian Securities Administrators website at that same address must be used. The fillable PDF may not be used in Québec and its use is optional in jurisdictions other than Ontario and Québec. Note: This form is only available in respect of distributions of eligible foreign securities to permitted clients as set out in Coordinated Blanket Order 13-933 Temporary exemption from the requirement to transmit a report of exempt distribution through SEDAR+ in connection with distributions of eligible foreign securities to permitted clients.

For all other reports of exempt distribution, an issuer or underwriter must file the information required by this form in the manner and using the templates specified in the System for Electronic Data Analysis and Retrieval + (SEDAR+) in accordance with National Instrument 13-103 *System for Electronic Data Analysis and Retrieval + (SEDAR+)* (in Québec, Regulation 13-103 respecting System for Electronic Data Analysis and Retrieval + (SEDAR+)).

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 filing 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 issuer that is relying on the exemptions set out in subsection 6.2(2) of NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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.

Joint purchasers may be treated as one purchaser for the purposes of Item 7(f) of this form.

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 exchange rate of the Bank of Canada on the distribution date. If the distribution date occurs on a date when the daily exchange rate of the Bank of Canada is not available, convert the currency to Canadian dollars using the most recent daily 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 distribution, convert the currency to Canadian dollars using the average daily exchange rate of the Bank of Canada for the distribution period covered by the report.

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:

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
DCT	Digital coins or tokens
DEB	Debentures
DRS	Depository receipts (such as American or Global depository receipts/shares)
FTS	Flow-through shares
FTU	Flow-through units
LPU	Limited partnership units and limited partnership interests (including capital commitments)
MTG	Mortgages (other than syndicated mortgages)
NOT	Notes (include all types of notes except convertible notes)
OPT	Options
PRS	Preferred shares
RTS	Rights
SMG	Syndicated mortgages

Security code	Security type
SUB	Subscription receipts
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 (including special warrants)
ОТН	Other securities not included above (if selected, provide details of security type in Item 7d)

13. Distributions by more than one issuer of a single security

If two or more issuers distributed a single security, provide the full legal names of the co-issuers in Item 3.

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 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;

"NRD" means National Registration Database;

"permitted client" has the same meaning as in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations (in Québec, Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations);

"SEDAR+" has the same meaning as in National Instrument 13-103 *System for Electronic Data Analysis and Retrieval + (SEDAR+)*(in Québec, Regulation 13-103 respecting System for Electronic Data Analysis and Retrieval + (SEDAR+));

"SEDAR+ profile" means a profile required under section 4 of National Instrument 13-103 *System for Electronic Data Analysis and Retrieval* + (SEDAR+) (in Québec, Regulation 13-103 respecting System for Electronic Data 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.

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Form 45-106F1 Report of Exempt Distribution

Filed in reliance on Coordinated Blanket Order 13-933

Item 1 – Report Type							
New report Amended report	If amended, prov	vide filing date of report that is am	s being ended.	(YYYY-MM-DD)			
ITEM 2 – PARTY CERTIFYIN	IG THE REPORT						
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106 (in Québec, Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure). Investment fund issuer Issuer (other than an investment fund) Underwriter							
ITEM 3 – ISSUER NAME AN	d Other Ident	IFIERS					
Full legal name Previous full legal name If the issuer's name changed in							
Website		(if appli	cable)				
Legal entity identifier	If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.						
ITEM 4 – UNDERWRITER INFORMATION If an underwriter is completing the report, provide the underwriter's full legal name, firm NRD number, and SEDAR+ profile number. Full legal name							
Firm NRD number SEDAR+ profile number		(if applicable) (if applicable)					
If the underwriter does not have a firm NRD number or a SEDAR+ profile, provide the head office contact information of the underwriter.							
Street address							
Municipality		Province/State					
Country		Postal code/Zip code					
Telephone number		Website (if applicable)					

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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					
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 (if applicable)					
If the issuer does not have a 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 YYYY 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.					
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 is	suer's assets			
		,		financial statements (Canadian \$). If the issuer has not prepared annual sets at the distribution end date.
\$0 to under \$	ōΜ	\$5M to under \$25M	\$25	5M to under \$100M
\$100M to une	er \$500M	\$500M to under \$1B	\$1B	B or over

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION

If the issuer is an investm	nent fund, provide the followin	ng information.					
a) Investment fund manager information							
Full legal name							
Firm NRD number		(if applicable)					
SEDAR + profile		 TT					
number		(if applicable)					
If the investment fund manage fund manager.	er does not have a firm NRD number	or a SEDAR+ profile, provide the head office contact information of the investment					
Street address							
Municipality		Province/State					
Country		Postal code/Zip code					
Telephone number		Website (if applicable)					
b) Type of investme	nt fund						
Money market	Type of investment fund that most accurately identifies the issuer (select only one). Money market Equity Alternative strategies Cryptoasset						
Indicate whether one or both o	of the following apply to the investme	ent fund.					
Invests primarily	in other investment fund issuers	;					
Is a UCITs Fund ¹							
	stment of Transferable Securities funds (UC) ughout the EU on a passport basis on autho	ITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective prization from one member state.					
c) 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:							
If the investment fund does not have a SEDAR+ profile complete Item 6(d) – (f).							
d) Date of formation and financial year end of the investment fund							
Date of formation YYYY MM DD Financial year end							

e) Reporting issuer status of the investment fund							
Is the investment fund a reporting issuer in any jurisdiction of Canada?							
If yes, select the jurisdictions 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							
f) 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 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							
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.							
a) Currency							
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 End date YYYY MM							
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 CUSIP number Description of security Number of single or lower Highest Tatal account							
code (if applicable) Description of security Induction Induction							

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					se price dian \$)	Expiry date	Conversion	Describe other terms (if applicable)		
	urity c		sec	urity c	ode	Lowest	Highest	(YYYY-MM-DD)	ratio	
								•	•	

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 purchasers ^{2a}	Total amount (Canadian \$)
	Total number of unique purchasers ^{2b}		

^{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.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

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

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

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

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

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

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.				
2.				
3.				

ITEM 8 – COMPENSATION INFORMATION									
Provide information for each person (as defined in NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions)) 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 portal or an internet-based portal. No Yes									
b) Business contact information									
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.									
Street address									
Municipality Province/State									
Country Postal code/Zip code									
Email address Telephone number									
c) Relationship to issuer or investment fund manager									
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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.									
Value of all securities distributed as Security code 1 Security code 2 Security code 3									
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)									
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer.									
⁵ Do not include deferred compensation.									

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I	тем 9 – Directors, Exec	CUTIVE OFFICERS	AND PROM	IOTERS OF	THE IS:	SUER					
If the issuer is an investment fund, do not complete Item 9. Proceed to Item 10.											
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 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 Canada ⁶ Provide name of reporting issuer Wholly owned subsidiary of a foreign public issuer ⁶ Provide name of foreign public issuer ⁶ Provide name of foreign public issuer ⁶ Provide name of foreign public issuer ⁶ Issuer distributing only eligible foreign securities and the distribution is to permitted clients only 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 a wholly owned subsidiary of a reporting issuer or the 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. *Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions. If the issuer is none of the above, check this box and complete Item 9(a) – (c). a) Directors, executive officers and promoters of the issuer											
	rovide the following information for rritory, otherwise state the country. I Organization or company name				ecutive (given	Dfficer, "P" - Business non-ind resic jurisdi indiv		Re	lationship issuer elect all th apply) O	o to	
	b) Promoter information										
	, the promoter listed above is not an i				hip to pro Res jurisc ind Prov	a director and executive officer of the proposed of the proposed of the proposed of the province or country Residential jurisdiction of individual Province or country D		cecutive C	Officer. er	tions	
1	c) Residential address of each individual										

Complete Schedule 2 of this form, including the full residential address of each individual whose name appears in Item 9(a) or (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 exempt 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							
Full legal name							
	Family name	First given nam	е	Secondary g	ary given names		
Title							
Telephone number		Email address					
Signature		Date					
			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				Title				
	Family name	First given name	Secondary given names			-		
Name of company								
Telephone number		Er	mail 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.

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

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

If two or more individuals have purchased a security as joint purchasers, provide information for each purchaser under the columns for family name, first given name and secondary given names, if applicable, and separate the individuals' names with an ampersand. For example, if Jane Jones and Robert Smith are joint purchasers, indicate "Jones & Smith" in the family name column.

- 1. Family name
- 2. First given name
- 3. Secondary given names (if applicable)
- 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
- 3. Security code
- 4. Amount paid (Canadian \$)

e) Details of exemption relied on

- 1. Rule, section and subsection number
- 2. If relying on section 2.3 [Accredited investor] of NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions), provide the paragraph number in the definition of "accredited investor" in section 1.1 of NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) that applies to the purchaser. (select only one if the purchaser is a permitted client that is not an individual, "NIPC" can be selected instead of the paragraph number)
- 3. If relying on section 2.5 [*Family, friends and business associates*] of NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions), 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:
 - i. 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 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) 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 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) that applies to the purchaser. (*select only one*)

f) Other information

Paragraphs f)1. and f)2. do not apply if any of the following apply:

- (a) the issuer is a foreign public issuer;
- (b) the issuer is a wholly owned subsidiary of a foreign public issuer;
- (c) the issuer is distributing only eligible foreign securities and the distribution is to permitted clients only.
- 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)
- 3. Full legal name of person compensated for distribution to purchaser. If a person compensated is a registered firm, provide the firm NRD number only. (*Note: the names must be consistent with the names of the persons compensated as provided in Item 8.*)

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 (in Québec, Regulation 45-106 respecting Prospectus Exemptions), 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 (in Québec, Regulation 45-106 *respecting Prospectus Exemptions*) – For reports filed under paragraph 6.1(1)(j) [*TSX Venture Exchange offering*] of NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions), Schedule 1 must 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
- 9. 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 Facsimile: 403-297-6156 Toll free in Canada: 1-877-355-0585 Public official contact regarding indirect collection of information: FOIP Coordinator

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: 604-899-6506
Email: FOI-privacy@bcsc.bc.ca
Public official contact regarding indirect collection of information: Privacy Officer

The Manitoba Securities Commission

500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2561 Toll free in Manitoba: 1-800-655-5244 Facsimile: 204-945-0330 Public official contact regarding indirect collection of information: Director

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 Public official contact regarding indirect collection of information: Chief Executive Officer and Privacy Officer

Government of Newfoundland and Labrador

Office of the Superintendent Department of Digital Government and Service NL P.O. Box 8700 Confederation Building 2nd Floor, West Block Prince Philip Drive St. John's, Newfoundland and Labrador A1B 4J6 Attention: Superintendent of Securities Telephone: 709-729-2571 Facsimile: 709-729-6187 Public official contact regarding indirect collection of information: Superintendent of Securities

Government of the Northwest Territories

Office of the Superintendent of Securities P.O. Box 1320 Yellowknife, Northwest Territories X1A 2L9 Telephone: 867-767-9305 Facsimile: 867-873-0243 Public official contact regarding indirect collection of information: Superintendent of Securities

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 Public official contact regarding indirect collection of information: Executive Director

Government of Nunavut Office of the Superintendent of Securities

Legal Registries Division P.O. Box 1000, Station 570 4th Floor, Building 1106 Iqaluit, Nunavut XOA 0H0 Telephone: 867-975-6590 Facsimile: 867-975-6594 Public official contact regarding indirect collection of information: Superintendent of Securities

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 Public official contact regarding indirect collection of information: Superintendent of Securities

Autorité des marchés financiers

800, rue du Square-Victoria, 22e étage
C.P. 246, Place Victoria
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)
Public official contact regarding indirect collection of information: Corporate Secretary

Financial and Consumer Affairs Authority of Saskatchewan

Suite 601 - 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: 306-787-5842 Facsimile: 306-787-5899 Public official contact regarding indirect collection of information: Executive Director, Securities Division Office of the Superintendent of Securities Government of Yukon Department of Community Services 307 Black Street, 1st Floor P.O. Box 2703, C-6 Whitehorse, Yukon Y1A 2C6 Telephone: 867-667-5466 Facsimile: 867-393-6251 Email: securities@yukon.ca Public official contact regarding indirect collection of information: Superintendent of Securities