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)						
ITEM 2 - PARTY CERTIFYING THE REPORT						
Indicate the party certifying the report (select only one). For guidance reg National Instrument 81-106 Investment Fund Continuous Disclosure and						
Investment fund issuer						
☑ Issuer (other than an investment fund)						
ITEM 3 - ISSUER NAME AND OTHER IDENTIFIERS						
Provide the following information about the issuer, or if the issuer is an ir	ivestment fund, about the fund.					
Full legal name Prime Income Trust	egal name Prime Income Trust					
Previous full legal name Not Applicable	gal name Not Applicable					
If the issuer's name changed in the last 12 months, provide m	ne changed in the last 12 months, provide most recent previous legal name.					
Website Not Applicable	ebsite Not Applicable (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 le	rgal 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 of	fice contact information of the underwriter.					
Street address						
Municipality	Province/State					
Country	Postal code/Zip code					
Telephone number	Website (if applicable)					

ITEM 5 - ISSUER INFORMATION
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that 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 5 3 1 1 1 2
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.
Is the issuer's primary business is to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Image:
b) Number of employees
Number of employees: 🔽 0 - 49 🗌 50 - 99 🗌 100 - 499 🔲 500 or more
c) SEDAR profile number
Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 0 0 4 2 4 7 8 If the issuer does not have SEDAR profile complete item 5(d) - (h).
d) Head office address
Street address Province/State
Municipality Postal code/Zip code
Country Telephone number
e) Date of formation and financial year-end
Date of formation
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
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 name(s):
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 \$25M to under \$100M
□ \$100M to under \$500M □ \$500M to under \$1B □ \$1B or over

ITEM 6 - INVESTMEN	t Fund Issuer Information					
If the issuer is an investment fund, provide the following information.						
a) Investment fund m	anager information					
Full legal name						
Firm NRD number	(if applicable)					
If the investment fund ma	nager does not have a firm NRD number, provide the head office contact information of the investment fund manager.					
Street address						
Municipality	Province/State					
Country	Postal code/Zip code					
Telephone number	Website (if applicable)					
b) Type of investmen	t fund					
Type of investment fund the	at most accurately identifies the issuer (select only one) .					
Money market	Equity Fixed income					
Balanced	Alternative strategies Other (describe)					
Indicate whether one or bot	h of the following apply to the investment fund .					
Invests primarily in	n other investment fund issuers					
Is a UCITs Fund ¹	ive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU)					
directives that allow collecti	ve investment of transferable securities tands (och's runds) are investment tands regulated by the European onion (EO) ve investment schemes to operate throughout the EU on a passport basis on authorization from one member state.					
c) Date of formation a	and financial year-end of the investment fund					
Date of forma	tion Financial year-end MM DD MM DD					
d) Reporting issuer status of the investment fund						
Is the investment fund a rep	porting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes					
If yes, select the jurisdictions	of Canada in which the investment fund is a reporting issuer. AB BC MB NB NL NT					
	s of the investment fund					
If the investment fund has a	a CUSIP number, provide below (first 6 digits only)					
	CUSIP number					
	blicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for I for and received a listing, which excludes, for example, automated trading systems.					
Exchange nam	les					
f) Net asset value (NA	AV) of the investment fund					
-	investment fund as of the date of the most recent NAV calculation (Canadian \$).					
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M					
\$100M to under \$50						
	YYYY MM DD					

ITEM 7 - INFORMATION A	BOUT 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, which should 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	S dollar Dther (describe)					
b) Distribution date(s)							
as both the start and end dates. If distribution period covered by the	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 d	late 2016 10 06 YYYY MM DD	End d	2010	10 14 MM DD]		
c) Detailed purchaser inform	mation						
Complete Schedule 1 of this	form for each purchaser and attac	h the schedule to	o the completed	report.			
d) Types of securities distri	buted						
Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A 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. The information included in item 7d must reconcile to item 7f. For examples on how to report convertible securities, see our <u>Frequently</u> <u>Asked Questions.</u>							
				Canadian S	\$ 		
Security code CUSIP number (if applicable)	Description of security	Description of security Number of securities Single or lowest price Highest price Total an					
	ass a Trust Unit	590.0	100.0000		59,000.00		
	, 6						
	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.						
Security Underlying code security code	Exercise price (Canadian \$) (YYYY	ry date Conv	version	ibe other items (if	applicable)		
	Lowest Highest						
f) Summary of the distributi	an hy invitation and examption						
State the total dollar amount of s purchaser resides and for each ex distribution in a jurisdiction of Co This table requires a separate lin purchaser resides, if a purchaser jurisdiction.	on by jurisdiction and exemption securities distributed and the number of p kemption relied on in Canada for that dis anada, include distributions to purchasers e item for: (i) each jurisdiction where a pu resides in a jurisdiction of Canada, and (i	tribution. However, i resident in that juri ırchaser resides, (ii) e ii) each exemption re	if an issuer located sdiction of Canada each exemption reli	outside of Canad only. ied on in the juri	da completes a sdiction where a		
-	state the province or territory, otherwise s	tate the country.					
Province or country	Exemption relied on		Number of purchasers	Total amou	unt (Canadian \$)		
British Columbia	NI 45-106 2.9(1) [Offering mer (BC, NL)	-	2		44,000.00		
Saskatchewan	NI 45-106 2.9(2.1) [Offering m (AB, SK, ON, QC, NB, NS)	emorandum]	1		15,000.00		
	Total dol	lar amount of secu	urities distributed		59,000.00		
	Total number of un	ique purchasers ²	3				

²In 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.	Offering Memorandum Form 45 -106F2	2016-06-27	Y	2017-04-04
2.	OM Marketing Materials	2016-06-27	Y	2017-04-04

ITEM 8 - COMPENSATIC	INFORMATION	
		om the issuer directly provides, or will provide, any compensation in connection more than one person was, or will be, compensated.
Indicate whether any compens	sation was paid, or will be paid, in coni	nection with the distribution.
🗌 No 🗹 Yes	If yes, indicate number of p	persons compensated. 3
a) Name of person com	pensated and registration status	
Indicate whether the perso	n compensated is a registrant.	□ No Ves
If the person compensated is	an individual, provide the name of the	e individual.
Full legal name of indiv	/idual	
	Family name	First given name Secondary given names
If the person compensated i	is not an individual, provide the followi	ing information.
Full legal name	of non-individual Pinnacle Wea	Ith Brokers Inc.
F	irm NRD number 3 1	7 4 0 (if applicable)
Indicate whether the person	compensated facilitated the distributi	ion through a funding portal or an internet-based portal. V No Yes
b) Business contact info	· ·	
If a firm NRD number is not	provided in Item 8 (a), provide the bus	iness 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 relation	ship with the issuer or investment fund	d manager (select all that apply). Refer to the meaning of "connected" in Part of NI 45-106 for the purposes of completing this section.
	uer or investment fund manager	Insider of the issuer (other than an investment fund)
Director or officer of t	the investment fund or investment fun	nd manager Employee of the issuer or investment fund manager
None of the above		
d) Compensation details	5	
Canadian dollars. Include cas services incidental to the distr	h commissions, securities-based comp ribution, such as clerical, printing, lega	n identified in Item 8(a) in connection with the distribution. Provide all amounts in ensation, gifts, discounts or other compensation. Do not report payments for l or accounting services. An issuer is not required to ask for details about, or report mployees of a non-individual compensated by the issuer.
Cash commissions pa	aid 5,326.80	Security code 2 Security code 2 Security code 3
Value of all securitie distributed a compensatio	as	
Describe	terms of warrants, options or other rig	yhts
Other compensatio	Desci	ribe
Total compensation pa	aid 5,326.80	
Check box if the pe	erson will or may receive any deferred	d compensation (describe the terms below)
additional securities of the is		ensation, <u>excluding</u> options, warrants or other rights exercisable to acquire all securities distributed as compensation, <u>including</u> options, warrants or other

⁵Do not include deferred compensation.

a) Name of person compensated and registration status	
Indicate whether the person compensated is a registrant. No Yes	
If the person compensated is an individual, provide the name of the individual.	
Full legal name of individual	
Family name First given name Secondary given names	
If the person compensated is not an individual, provide the following information.	
Full legal name of non-individual Portfolio Strategies Corporations	
Firm NRD number 1 0 8 5 0 (if applicable)	_
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🗸 No 🗌 Y	es
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	Ī
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 for the purposes of completing this section.	
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)	
Director or officer of the investment fund or investment fund 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 i 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 repo on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.	
Cash commissions paid 1,440.00 Security codes Security code 1 Security code 2 Security code 3	
Value of all securities distributed as compensation ⁴	
Describe terms of warrants, options or other rights	٦
Other compensation ⁵ Describe	4
Total compensation paid 1,440.00	
Check box if the person will or may receive any deferred compensation (describe the terms below)	٦
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.	-

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 name	Ies
If the person compensated is not an individual, provide the following information.	
Full legal name of non-individual Sentinel Financial Management Corporation	
Firm NRD number 1 3 5 3 0 (if applicable)	
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.	🖌 No 🔲 Yes
b) Business contact information	
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.	
Street address	
Municipality Province/State	
Country Postal code/Zip code	
Email address	
 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 "conditional select and the select all that apply). 	nected" in Part
B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.	
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund manager	estment fund)
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment f	iund 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. Pro	
Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for det	
on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.	
Cash commissions paid 2,000.00 Security codes Security code 1 Security code 2	2 Security code 3
Value of all securities	
distributed as compensation ⁴	
Describe terms of warrants, options or other rights	
Other compensation ⁵ Describe	
Total compensation paid 2,000.00	
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 exercisa	
additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, rights exercisable to acquire additional securities of the issuer.	warrants or other
⁵ Do not include deferred compensation.	

ITEM 9 - DIRECTORS, EXECUTIV	'E OFFICERS A	ND PROMO	TERS OF THE I S	SUER					
If the issuer is an investment fund, do	o not complete Ite	em 9. Procced to	o Item 10.						
Indicate whether the issuer is any of the	following (select a	ll that apply).							
Reporting issuer in any jurisdiction of Canada									
Foreign public issuer									
Wholly owned subsidiary of a re	porting issuer in a	ny jurisdiction of	f Canada ⁶						
Provide name of reporting issuer									
Wholly owned subsidiary of a for	Wholly owned subsidiary of a foreign public issuer ⁶								
Provide name of fore	ign public issuer								
Issuer distributing eligible foreign	n securities only to	permitted clien	ts ⁷						
If the issuer is at least one of the abo	ove, do not compl	ete Item 9(a) –	(c). Proceed to Iten	n 10.					
securities that are required by law to be ⁷ Check this box if it applies to the curren clients. Refer to the definitions of "eligible	⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.								
a) Directors, executive officers and promoters of the issuer									
Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter. Business location of Relationship to							or		
Organization or company name	Family name	First given name	Secondary given names	non-individual or issuer		hat			
				Province or	r country	D	0	Р	
ŀ	Hasanali	Moiz	Bhamani	Alberta		✓	✓	✓	
ŀ	Kang	Harwinder	Singh	Alberta		✓	✓	✓	
b) Promoter information									
If the promoter listed above is not an in within Canada, state the province or te									ations
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual	Relation (select one				
				Province or country	D		С)	
c) Residential address of each inc	dividual								

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

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer 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 understand this report; and
- all of the information provided in this report is true.

Full legal name	Hasanali	Moiz	Bhamani
	Family name	First given name	Secondary given names
Title	Chief Executive Officer		
Name of issuer/underwriter/ investment fund manager	Prime Income Trust		
Telephone number	18775774634	Email address info@	primefunds.ca
Signature	Signed: "Moiz Bhamani"	Date 20	17 06 26
		YY	YY MM DD

ITEM 11- CONTACT PERSON

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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.

Full legal name	Bruvels	Nicholas	Alexander Ross	Title Associate
	Family name	First given name	Secondary given names	
Name of company	Borden Ladner Gervais	LLP		
Telephone number	4032329518		Email address abruvels@	⊉blg.com

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.