

# Harmonized Report of Exempt Distribution

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# What We Will Talk About

- **Reasons for the harmonized form**
- **Structured format**
- **Additional disclosure requirements**



# Background



- **BC Form 45-106F6**

# Reasons for New Form



- **Better information for regulators**
- **Reduced burden for industry**

# Addressing Industry Concerns



- **Balanced approach**
- **Changes since publication for comment**



# Harmonized Form 45-106F1

- Effective June 30, 2016



# Transition Provisions

- Before June 30<sup>th</sup> – Old Form
- After June 30<sup>th</sup> – New Form



# New Form Design

- Modernized form design
- Structured format

**Form 45-106F1 Report of Exempt Distribution**

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT**

**ITEM 1 – REPORT TYPE**

New report      If amended, provide filing date of report that is being amended:    (YYYY-MM-DD)

Amended report

**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 section 1.1 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 applicable)

If the issuer's name changed in the last 12 months, provide most recent previous legal name

Website

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  (if applicable)

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address  Province/State

Municipality  Postal code/Zip code

Country  Website  (if applicable)

Telephone number

4



# Structured Format

- Easier for filers to complete
- Improved data integrity

A close-up photograph of a silver laptop keyboard on a dark wood surface. A person's finger is pressing a prominent red button labeled 'CHOOSE' in white capital letters. The surrounding keys are white with black characters, including 'F9', 'F10', '9', '0', 'P', 'G', 'I', 'O', 'S', 'L', 'K', 'J', 'M', 'C', and arrow keys.

**CHOOSE**

# Report Type

- Filing amended reports

ITEM 1 – REPORT TYPE	
<input type="checkbox"/> New report	
<input type="checkbox"/> Amended report	If amended, provide filing date of report that is being amended. <input type="text"/> <input type="text"/> <input type="text"/> (YYYY-MM-DD)

ITEM 2 – PARTY CERTIFYING THE REPORT	
<i>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.</i>	
<input type="checkbox"/> Investment fund issuer	
<input type="checkbox"/> Issuer (other than an investment fund)	
<input type="checkbox"/> Underwriter	

# Issuer Information

- Previous legal name
- Legal entity identifier (LEI)

## 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



# Issuer Information

- Previous legal name
- Legal entity identifier (LEI)

## 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



# Underwriter Information

- NRD Number

Item 4 – UNDERWRITER INFORMATION			
<i>If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.</i>			
Full name	<input type="text"/>		
Firm NRD number	<input type="text"/>	<input type="text"/>	<input type="text"/> (if applicable)
<i>If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.</i>			
Street address	<input type="text"/>		
Municipality	<input type="text"/>	Province/State	<input type="text"/>
Country	<input type="text"/>	Postal code/Zip code	<input type="text"/>
Telephone number	<input type="text"/>	Website	<input type="text"/> (if applicable)

# Issuer Identifiers

- NAICS code
- Number of employees
- SEDAR profile number

## 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 companies

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

**If the issuer does not have a SEDAR profile complete Item 5(d) – (h).**

# Issuer Identifiers

- NAICS code
- Number of employees
- SEDAR profile number

## ITEM 5 – ISSUER INFORMATION

**If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.**

### a) Primary industry

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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

### b) Number of employees

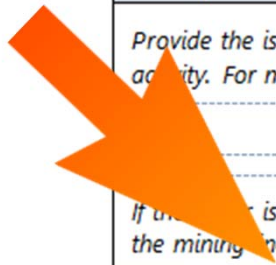
Number of employees:  0 – 49  50 – 99  100 – 499  500 or more

### c) SEDAR profile number

Does the issuer have a [SEDAR](#) profile?

No  Yes If yes, provide SEDAR profile number

**If the issuer does not have a SEDAR profile complete Item 5(d) – (h).**



# Issuer Identifiers

- NAICS code
- Number of employees
- SEDAR profile number

## ITEM 5 – ISSUER INFORMATION

**If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.**

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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

### b) Number of employees

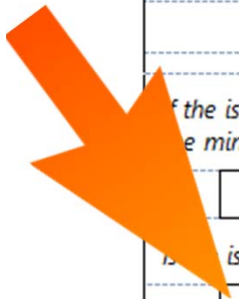
Number of employees:  0 – 49  50 – 99  100 – 499  500 or more

### c) SEDAR profile number

Does the issuer have a [SEDAR](#) profile?

No  Yes If yes, provide SEDAR profile number

**If the issuer does not have a SEDAR profile complete Item 5(d) – (h).**





# Issuer Identifiers

- NAICS code
- Number of employees
- SEDAR profile number

ITEM 5 – ISSUER INFORMATION	
<b><i>If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.</i></b>	
a) Primary industry	
<i>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 <a href="#">Statistics Canada's NAICS industry search tool</a>.</i>	
NAICS industry code	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
<i>If the issuer is in the <b>mining industry</b>, 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.</i>	
<input type="checkbox"/> Exploration	<input type="checkbox"/> Development <input type="checkbox"/> Production
<i>Is the issuer's primary business interest all or substantially all of its assets in any of the following? If yes, select all that apply.</i>	
<input type="checkbox"/> Mortgages	<input type="checkbox"/> Real estate <input type="checkbox"/> Commercial/business debt <input type="checkbox"/> Consumer debt <input type="checkbox"/> Private companies
b) Number of employees	
Number of employees:	<input type="checkbox"/> 0 – 49 <input type="checkbox"/> 50 – 99 <input type="checkbox"/> 100 – 499 <input type="checkbox"/> 500 or more
c) SEDAR profile number	
<i>Does the issuer have a <a href="#">SEDAR</a> profile?</i>	
<input type="checkbox"/> No <input type="checkbox"/> Yes	If yes, provide SEDAR profile number <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
<b><i>If the issuer does not have a SEDAR profile complete Item 5(d) – (h).</i></b>	

# Issuer Identifiers

- NAICS code
- Number of employees
- SEDAR profile number

ITEM 5 – ISSUER INFORMATION	
<b><i>If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.</i></b>	
a) Primary industry	
<i>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 <a href="#">Statistics Canada's NAICS industry search tool</a>.</i>	
NAICS industry code	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
<i>If the issuer is in the <b>mining industry</b>, 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.</i>	
<input type="checkbox"/> Exploration	<input type="checkbox"/> Development <input type="checkbox"/> Production
<i>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.</i>	
<input type="checkbox"/> Mortgages	<input type="checkbox"/> Real estate <input type="checkbox"/> Commercial/business debt <input type="checkbox"/> Consumer debt <input type="checkbox"/> Private companies
b) Number of employees	
Number of employees:	<input type="checkbox"/> 0 – 49 <input type="checkbox"/> 50 – 99 <input type="checkbox"/> 100 – 499 <input type="checkbox"/> 500 or more
c) SEDAR profile number	
<i>Does the issuer have a <a href="#">SEDAR</a> profile?</i>	
<input type="checkbox"/> No	<input type="checkbox"/> Yes
	If yes, provide SEDAR profile number <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
<b><i>If the issuer does not have a SEDAR profile complete Item 5(d) – (h).</i></b>	



# Issuer Identifiers

- Information required if no SEDAR profile



ITEM 5 – ISSUER INFORMATION						
<i>If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.</i>						
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? <input type="checkbox"/> No <input type="checkbox"/> Yes						
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.						
<input type="checkbox"/> All	<input type="checkbox"/> AB	<input type="checkbox"/> BC	<input type="checkbox"/> MB	<input type="checkbox"/> NB	<input type="checkbox"/> NL	<input type="checkbox"/> NT
<input type="checkbox"/> NS	<input type="checkbox"/> NU	<input type="checkbox"/> ON	<input type="checkbox"/> PE	<input type="checkbox"/> QC	<input type="checkbox"/> SK	<input type="checkbox"/> YT

# Issuer Identifiers

- CUSIP number

ITEM 5 ISSUER INFORMATION			
<b>If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.</b>			
g) Public listing status			
<i>If the issuer has a CUSIP number, provide below (first 6 digits only)</i>			
CUSIP number	<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>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.</i>			
Exchange names	<input type="text"/>	<input type="text"/>	<input type="text"/>
h) Size of issuer's assets			
<i>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.</i>			
<input type="checkbox"/> \$0 to under \$5M	<input type="checkbox"/> \$5M to under \$25M	<input type="checkbox"/> \$25M to under \$100M	
<input type="checkbox"/> \$100M to under \$500M	<input type="checkbox"/> \$500M to under \$1B	<input type="checkbox"/> \$1B or over	

# Issuer Identifiers

- Size of assets

ITEM 5 – ISSUER INFORMATION		
<b>If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.</b>		
g) Public listing status		
<i>If the issuer has a CUSIP number, provide below (first 6 digits only)</i>		
CUSIP number	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
<i>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.</i>		
Exchange names	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
h) Size of issuer's assets		
<i>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.</i>		
<input type="checkbox"/> \$0 to under \$5M	<input type="checkbox"/> \$5M to under \$25M	<input type="checkbox"/> \$25M to under \$100M
<input type="checkbox"/> \$100M to under \$500M	<input type="checkbox"/> \$500M to under \$1B	<input type="checkbox"/> \$1B or over

# Investment Fund Disclosure

- NRD number

ITEM 6 – INVESTMENT FUND ISSUER INFORMATION			
<b><i>If the issuer is an investment fund, provide the following information.</i></b>			
a) Investment fund manager information			
Full legal name	<input type="text"/>		
Firm NRD Number	<input type="text"/>	<input type="text"/>	<input type="text"/> (if applicable)
<i>If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.</i>			
Street Address	<input type="text"/>		
Municipality	<input type="text"/>	Province/State	<input type="text"/>
Country	<input type="text"/>	Postal code/Zip code	<input type="text"/>
Telephone number	<input type="text"/>	Website (if applicable)	<input type="text"/>

# Investment Fund Disclosure

- Type of fund



– INVESTMENT FUND ISSUER INFORMATION		
<b>If the issuer is an investment fund, provide the following information.</b>		
b) Type of investment fund		
<i>Type of investment fund that most accurately identifies the issuer (select only one).</i>		
<input type="checkbox"/> Money market	<input type="checkbox"/> Equity	<input type="checkbox"/> Fixed income
<input type="checkbox"/> Balanced	<input type="checkbox"/> Alternative strategies	<input type="checkbox"/> Other (describe) <input type="text"/>
<i>Indicate whether one or both of the following apply to the investment fund.</i>		
<input type="checkbox"/> Invests primarily in other investment fund issuers		
<input type="checkbox"/> Is a UCITs Fund <sup>1</sup>		
<small><sup>1</sup>Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.</small>		

# Investment Fund Disclosure

- CUSIP number
- Net asset value

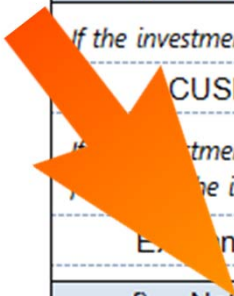
ITEM 6 – INVESTMENT FUND ISSUER INFORMATION			
<b>If the issuer is an investment fund, provide the following information.</b>			
e) Public listing status of the investment fund			
<i>If the investment fund has a CUSIP number, provide below (first 6 digits only).</i>			
CUSIP number	<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the investment fund has applied for and received a listing, which excludes, for example, automated trading systems.</i>			
Exchange names	<input type="text"/>	<input type="text"/>	<input type="text"/>
f) Net asset value (NAV) of the investment fund			
<i>Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).</i>			
<input type="checkbox"/> \$0 to under \$5M	<input type="checkbox"/> \$5M to under \$25M	<input type="checkbox"/> \$25M to under \$100M	
<input type="checkbox"/> \$100M to under \$500M	<input type="checkbox"/> \$500M to under \$1B	<input type="checkbox"/> \$1B or over	Date of NAV calculation: <input type="text"/>
			YYYY MM DD



# Investment Fund Disclosure

- CUSIP number
- Net asset value

ITEM 6 – INVESTMENT FUND ISSUER INFORMATION			
<b><i>If the issuer is an investment fund, provide the following information.</i></b>			
e) Public listing status of the investment fund			
<i>If the investment fund has a CUSIP number, provide below (first 6 digits only).</i>			
CUSIP number	<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges on which the investment fund has applied for and received a listing, which excludes, for example, automated trading systems.</i>			
Exchange names	<input type="text"/>	<input type="text"/>	<input type="text"/>
f) Net asset value (NAV) of the investment fund			
<i>Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).</i>			
<input type="checkbox"/> \$0 to under \$5M	<input type="checkbox"/> \$5M to under \$25M	<input type="checkbox"/> \$25M to under \$100M	
<input type="checkbox"/> \$100M to under \$500M	<input type="checkbox"/> \$500M to under \$1B	<input type="checkbox"/> \$1B or over	Date of NAV calculation: <input type="text"/>
			YYYY MM DD



# Information about the Distribution

- Distribution dates

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION											
<i>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.</i>											
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.											
<input type="checkbox"/>	Canadian dollar	<input type="checkbox"/>	US dollar	<input type="checkbox"/>	Euro	<input type="checkbox"/>	Other (describe)				
b) Distribution dates											
State the distribution start and end dates. If the report is being filed for securities distributed on a one-time basis, provide the distribution date as both the start and end date. 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			YYYY	MM	DD	End date			YYYY	MM	DD
c) Detailed purchaser information											
<b>Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.</b>											

# Information about the Distribution

- Purchaser information

## 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, 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.*

<input type="checkbox"/> Canadian dollar	<input type="checkbox"/> US dollar	<input type="checkbox"/> Euro	Other (describe) <input type="text"/>
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### 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	<input type="text"/>	<input type="text"/>	<input type="text"/>		End date	<input type="text"/>	<input type="text"/>	<input type="text"/>
		YYYY	MM	DD			YYYY	MM	DD

### c) Detailed purchaser information

**Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.**



# Information about the Distribution

- Security code
- CUSIP number

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION						
d) Type of securities distributed						
<p>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 more information. Indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.</p>						
Security code	CUSIP number (if applicable)	Description of security	Number of securities	Canadian \$		
				Single or lowest price	Highest price	Total amount
e) Details of rights and convertible/exchangeable securities						
<p>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.</p>						
Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio	Describe other terms (if applicable)
		Lowest	Highest			

# Information about the Distribution

- Security code
- CUSIP number

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION						
d) Types of securities distributed						
Provide the following information for 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.						
Security code	CUSIP number (if applicable)	Description of security	Number of securities	Canadian \$		
				Single or lowest price	Highest price	Total amount
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.						
Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio	Describe other terms (if applicable)
		Lowest	Highest			

# Information about the Distribution

- Summary table
- Unique purchasers



ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION			
f) Summary of the distribution by jurisdiction and exemption			
<p>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.</p> <p>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.</p> <p>For jurisdictions within Canada, state the province or territory, otherwise state the country.</p>			
Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
<b>Total dollar amount of securities distributed</b>			
<b>Total number of unique purchasers<sup>2</sup></b>			
<p><sup>2</sup>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.</p>			

# Information about the Distribution

- Summary table
- Unique purchasers

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION			
f) Summary of the distribution by jurisdiction and exemption			
<p>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.</p> <p>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.</p> <p>For jurisdictions within Canada, state the province or territory, otherwise state the country.</p>			
Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
<b>Total dollar amount of securities distributed</b>			
<b>Total number of unique purchasers<sup>2</sup></b>			
<p><sup>2</sup>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.</p>			

# Investment Fund Disclosure

- Net proceeds by jurisdiction

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION	
g) Net proceeds to the investment fund by jurisdiction	
<i>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.<sup>3</sup> 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.</i>	
Province or country	Net proceeds (Canadian \$)
<b>Total net proceeds to the investment fund</b>	
<small><sup>3</sup>“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.</small>	



# Information about the Distribution

- Offering materials disclosure
- Not required in BC

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

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.				

# Compensation Information

- Registration status
- NRD number
- Funding portal used

**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	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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

# Compensation Information

- Registration status
- NRD number
- Funding portal used

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. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>			
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.			
<input type="checkbox"/> No	<input type="checkbox"/> Yes	If yes, indicate number of persons compensated.	<input type="checkbox"/>
a) Name of person compensated and registration status			
Indicate whether the person compensated is a registrant.			
<input type="checkbox"/> No	<input type="checkbox"/> Yes		
If the person compensated is an individual, provide the name of the individual.			
Full legal name of individual	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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	<input type="text"/>		
Firm NRD number	<input type="text"/>	<input type="text"/>	<input type="text"/> (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.			
<input type="checkbox"/> No	<input type="checkbox"/> Yes		

# Compensation Information

- Registration status
- NRD number
- Funding portal used

## 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 portal or an internet-based portal.

No

Yes



# Compensation Information

- Additional information if no NRD number
- Relationship to issuer or investment fund manager

## 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.**

### b) Business contact information

If an 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 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

# Compensation Information

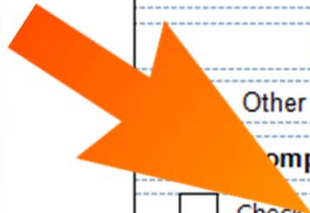
- Security codes
- Deferred compensation

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. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>																					
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, including clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements for directors, officers or employees of a non-individual compensated by the issuer.																					
Cash commissions paid	<input type="text"/>																				
Value of all securities distributed as compensation <sup>4</sup>	<input type="text"/>	Security codes	<table border="1"> <thead> <tr> <th colspan="3">Security code 1</th> <th colspan="3">Security code 2</th> <th colspan="3">Security code 3</th> </tr> </thead> <tbody> <tr> <td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td> <td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td> <td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td> </tr> </tbody> </table>	Security code 1			Security code 2			Security code 3			<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Describe terms of warrants, options or other rights	<input type="text"/>																				
Other compensation <sup>5</sup>	<input type="text"/>	Describe	<input type="text"/>																		
<b>Total compensation paid</b>	<input type="text"/>																				
<input type="checkbox"/>	Check box if the person will or may receive any deferred compensation (describe the terms below)																				
	<input type="text"/>																				
<sup>4</sup> 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.																					
<sup>5</sup> Do not include deferred compensation.																					

# Compensation Information

- Security codes
- Deferred compensation

ITEM 8 – COMPENSATION INFORMATION																					
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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.																					
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Security code 1			Security code 2			Security code 3															
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<sup>5</sup> Do not include deferred compensation.																					



# Insider Disclosure

- Carve outs

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

**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 in any jurisdiction of Canada<sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup>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.

<sup>7</sup>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).**



# Insider Disclosure

- Addresses of insiders


ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER							
a) Directors, executive officers and promoters of the issuer							
<p>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.</p>							
Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)		
				Province or country	D	O	P



# Insider Disclosure

- Promoter information
- Control person information

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER						
b) Promoter information						
<i>If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.</i>						
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)	
				Province or country	D	O
c) Residential address of each individual						
<b>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.</b>						



# Certification

- Certification by issuer or underwriter

## 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.

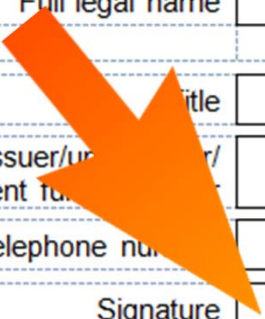
The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

### 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				
	Family name	First given name	Secondary given names	
Title				
Name of issuer/underwriter/ investment fund manager				
Telephone number		Email address		
Signature		Date	YYY	MM
			DD	



# Contact Person

ITEM 11 – CONTACT PERSON					
<i>Provide the following 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.</i>					
<input type="checkbox"/> Same as individual certifying the report					
Full legal name				Title	
	Family name	First given name	Secondary given names		
Name of company					
Telephone number		Email address			

# Schedule 1

- **Details of exemption relied on**

## 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.**

**e) Details of exemption relied on**

1. Rule, section and subsection number

# Schedule 1

- Is purchaser an insider / registrant?
- Link to person compensated for each purchaser

## 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.**

**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)*
3. 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.)*

# Schedule 2

- **CEO contact information**

## 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



# Tips

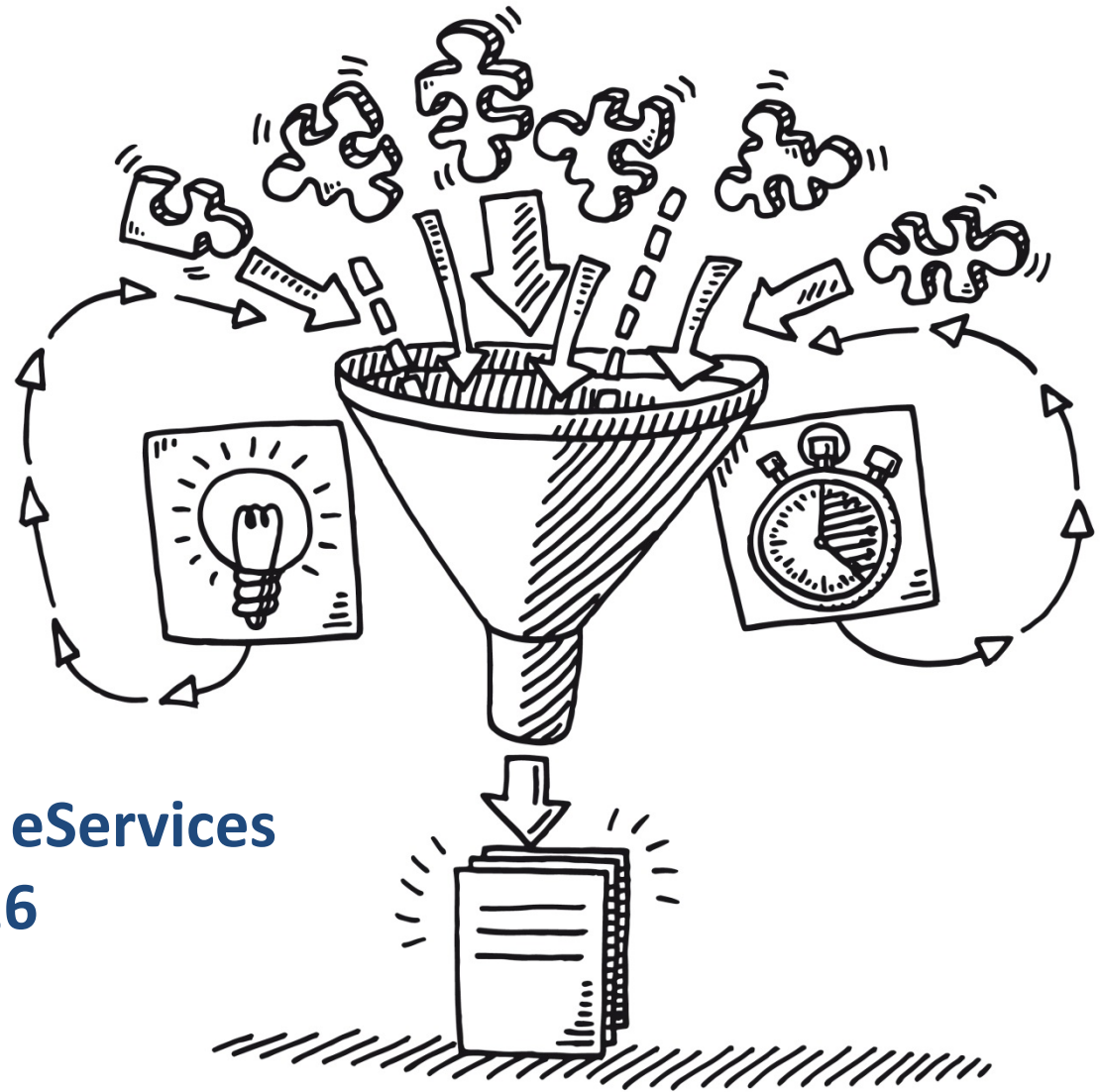


## Helpful Tips

- [BC Interpretation Note 72-702](#)
- [CSA Staff Notice 45-308](#)
- [BCSC FAQs about Exempt Distributions](#)



# New Filing System



- Web-based filing on eServices
- Webinar June 9, 2016

# Contact Us

[www.bcsc.bc.ca](http://www.bcsc.bc.ca)

**Inquiries**

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**1-800-373-6393**

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**[vsteeves@bcsc.bc.ca](mailto:vsteeves@bcsc.bc.ca)**

**Jody-Ann Edman**

**[jedman@bcsc.bc.ca](mailto:jedman@bcsc.bc.ca)**

