

Annex A5
Form 45-106F6
British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

~~Bio tech~~ _____ ~~Mining~~
_____ ~~Financial Services~~ _____ ~~exploration/development~~
~~investment companies and funds~~ _____ ~~production~~
~~mortgage investment companies~~ _____ ~~Oil and gas~~
~~Forestry~~ _____ ~~Real estate~~
~~Hi tech~~ _____ ~~Utilities~~
~~Industrial~~ _____ ~~Other (describe)~~

-
-
- | | |
|---|--|
| <input type="checkbox"/> <u>Agriculture</u> | <input type="checkbox"/> <u>Forestry</u> |
| <input type="checkbox"/> <u>Biotechnology/Pharmaceuticals/Healthcare</u> | <input type="checkbox"/> <u>Mining – exploration/development</u> |
| <input type="checkbox"/> <u>Capital Pool Companies</u> | <input type="checkbox"/> <u>Mining – production</u> |
| <input type="checkbox"/> <u>Communications & Media</u> | <input type="checkbox"/> <u>Oil & Gas</u> |
| <input type="checkbox"/> <u>Consumer Products & Merchandising</u> | <input type="checkbox"/> <u>Pipelines</u> |
| <input type="checkbox"/> <u>Financial Services – banks & trusts</u> | <input type="checkbox"/> <u>Real Estate</u> |
| <input type="checkbox"/> <u>Financial Services – insurance</u> | <input type="checkbox"/> <u>Real Estate Investment Trust</u> |
| <input type="checkbox"/> <u>Financial Services – investment companies & funds</u> | <input type="checkbox"/> <u>Technology</u> |
| <input type="checkbox"/> <u>Financial Services – mortgage investment companies</u> | <input type="checkbox"/> <u>Transportation/Infrastructure</u> |
| <input type="checkbox"/> <u>Financial Services – private equity/venture capital</u> | <input type="checkbox"/> <u>Utilities/Power Generation</u> |
| <input type="checkbox"/> <u>Financial Services – securitization conduits</u> | <input type="checkbox"/> <u>Other (describe)</u> |
-
- Industrial Products

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider, director, executive officer, control person and promoter of the issuer. If the insider, control person or promoter is not an individual, complete the table for directors and officers of the insider, control person or promoter.

Information about insiders and promoters			
Full name, municipality, <u>province or state</u> and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)

Details of distribution**Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder’s fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers ¹	Price per security (Canadian \$) ²	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Total number of Purchasers			
Total dollar value of distribution in all jurisdictions (Canadian \$)			

Note 1: If more than one exemption is relied on in the same jurisdiction, state the number of purchasers in that jurisdiction using each exemption.

Note 2: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers

Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder’s fees disclosed under item 9 of this report.

C. When identifying the exemption relied on, refer to the specific subsection of National Instrument 45-106 *Prospectus Exemptions*. For example, if relying on the exemption in section 2.10 [*Minimum Amount Investment*], the column should state “2.10(1)”. For

exemptions that require the purchaser to meet certain characteristics, such as the exemption in section 2.3 [Accredited investor] or section 2.5 [Family, friends and business associates], also state the specific paragraph that applies to the purchaser. If the purchaser qualifies under multiple paragraphs, state all paragraphs that apply. For example, when relying on section 2.3 [Accredited investor], if the purchaser qualifies under paragraph (j) of the definition of accredited investor in section 1.1, the column must show “2.3(1) – (j)”. If the purchaser qualifies under both paragraphs (j) and (k), the column must show “2.3(1) – (j), (k)”.

D. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [TSX Venture Exchange offering] of National Instrument 45-106 ~~Prospectus and Registration Exemptions~~ may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers						
Full name and address of purchaser and name and , telephone number <u>and</u> email address of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on (specific subsection and paragraph)	Date of distribution (yyyy-mm-dd)	Full name of any person compensated for the distribution to this purchaser ¹

Note 1: The name of the person compensated must reconcile with the information provided in item 9 of this report.

Commissions and finder’s fees

Item 9: Commissions and finder’s fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s).

Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name, address, telephone number and email address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer ¹ or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	

Note 1: If the issuer is an investment fund, indicate “A” for affiliate or associate if the person being compensated is the investment fund, the investment fund manager, an affiliate of the investment fund manager or a director, officer or employee of any of them. Also indicate “R” if the person is a registrant.

Certificate

On behalf of the [issuer/underwriter], I certify that the statements made in this report are true.

Date: _____

Name of [issuer/underwriter] (please print)

Print name, title ~~and~~, telephone number and email address of person signing

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title ~~and~~, telephone number and email address of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

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

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581

Schedule I
Public information about purchasers who are individuals

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete the following table or the table in Schedule II.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table and the table in Schedule II for each purchaser who is an individual, and
- the table in item 8 for each purchaser that is not an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter filing this report in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column of the table in item 8 with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the following table or the table in Schedule II.

D. The information in the following table is available for public inspection at the British Columbia Securities Commission during normal business hours.

Public information about purchasers who are individuals
<i>Unless exempted by the British Columbia Securities Commission, a person must not, directly or indirectly, use the information in this table, in whole or in part, for any purpose other than research concerning the issuer for the person's own investment purpose.</i>

Full name of purchaser	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Date of distribution (yyyy-mm-dd)	<u>Full name of any person compensated for the distribution to this purchaser¹</u>

Note 1: The name of the person compensated must reconcile with the information provided in item 9 of this report.

Schedule II

Confidential information about purchasers who are individuals

A. Complete the following table for each purchaser who is an individual. The information in this table must reconcile with the table in Schedule I.

B. When identifying the exemption relied on, refer to the specific subsection of National Instrument 45-106 *Prospectus Exemptions*. For example, if relying on the exemption in section 2.10 [*Minimum Amount Investment*], the column should state “2.10(1)”. For exemptions that require the purchaser to meet certain characteristics, such as the exemption in section 2.3 [*Accredited investor*] or section 2.5 [*Family, friends and business associates*], also state the specific paragraph that applies to the purchaser. If the purchaser qualifies under multiple paragraphs, state all paragraphs that apply. For example, when relying on section 2.3 [*Accredited investor*], if the purchaser qualifies under paragraph (j) of the definition of accredited investor in section 1.1, the column must show “2.3(1) – (j)”. If the purchaser qualifies under both paragraphs (j) and (k), the column must show “2.3(1) – (j), (k)”.

C. The information in the following table will not be placed on the public file of the British Columbia Securities Commission.

Confidential information about purchasers who are individuals	
Full name, residential address and , telephone number <u>and email address</u> of purchaser	Exemption relied on (<u>specific subsection and paragraph</u>)

Guidance for completing and filing Form 45-106F6

1. **Required form in British Columbia** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.
2. **What is a distribution?** - In British Columbia, “distribution” includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers. BC Interpretation Note 72-702 Distribution of Securities to Persons Outside British Columbia provides guidance on when an issuer has a significant connection to British Columbia.

In British Columbia, “distribution” also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8, item 9 and Schedules I and II only for purchasers resident in British Columbia.

3. **What is a purchaser?** - References to a purchaser in this report are to the beneficial owner of the securities. If a trust company or a registered adviser has purchased on behalf of a fully managed account under subsections 2.3(2) and (4) of National Instrument 45-106 Prospectus Exemptions, give information about both the trust company or registered adviser and the beneficial owner of the fully managed account.
4. **What is an individual?** ~~–An individual is–~~ Individual is defined in securities legislation to mean a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.
5. If a purchaser refuses to provide their telephone number or email address, then indicate “not provided” in the applicable table.

6. ~~5.~~ **Space in tables** - *If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.*
7. ~~6.~~ **Multiple distributions** - *One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.*
8. ~~7.~~ **Fees** - *In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).*