

Annex A4
Form 45-106F1
Report of Exempt Distribution

Except in British Columbia, this is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution. In British Columbia, the required form is Form 45-106F6.

Issuer/underwriter information

Item 1: State the full name of the issuer of the security distributed and the address ~~and~~ telephone number and email address of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address ~~and~~ telephone number and email address of the head office of the manager. Include the former name of the issuer if its name has changed since last report. If an underwriter is completing this form, also state the full name of the underwriter and the address ~~and~~ telephone number and email address of the head office of the underwriter.

Item 2: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed 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> |

Financial Services – private equity/venture capital

Utilities/Power Generation

Financial Services – securitization conduits

Other (describe) _____

Industrial Products

Details of distribution

Item 4: Complete Schedule H₁ to this report. Schedule H₁ is designed to assist in completing the remainder of this report.

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

Item 6: For each security distributed:

- (a) describe the type of security,
- (b) 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
- (c) state the exemption(s) relied on.

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below. The information provided in this table must reconcile with the information provided in Schedule 1.

Each <u>Canadian and foreign</u> jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	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 securities are issued at different prices list the highest and lowest price the securities were sold for.

Commissions and finder's fees

Item 8: 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 payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please 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 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)				Total dollar value of compensation (Canadian \$)
		Cash (Canadian \$)	Securities			
			Number and type of securities issued	Price per security	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.

Item 9: If a distribution is made to one or more individuals in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

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 filing the form must complete the bracketed information by deleting the inappropriate word.

Item 10: 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 personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators 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, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule ~~I~~ contains may contain personal information of purchasers and details of the distribution(s). The issuer/underwriter hereby confirms that each purchaser listed in Schedule ~~I~~ I of this report who is resident in Ontario and is an individual

- (a) has been notified by the issuer/underwriter
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule ~~I, 1.~~ I, 1.
 - (ii) that this information is being collected ~~indirectly~~ by the Ontario Securities Commission under the authority granted to it in securities legislation,
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.

Schedule I1

Complete the following table. If distributions have been made to purchasers in multiple jurisdictions, list purchasers by jurisdiction.

For reports filed under sub-section 6.1(1)(j) (~~of~~ *TSX Venture Exchange offering*) of National Instrument 45-106 *Prospectus Exemptions* the following table only needs to list the total number of purchasers by jurisdiction instead of including the name, residential address and telephone number of each purchaser.

Do not include in this table, securities issued as payment of commissions or finder's fees disclosed under item 8 of this report.

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)".

It is not necessary to list the exemption, if any, relied on in the *Securities Act (Ontario)* that provides a similar exemption to that provided in National Instrument 45-106 *Prospectus Exemptions*. For example, if an issuer relies on the accredited investor exemption in section 73.3(2) under the *Securities Act (Ontario)* for a distribution in Ontario, it can identify the exemption relied on in the table as the accredited investor exemption in section 2.3(1) of National Instrument 45-106 *Prospectus Exemptions*.

The information in this schedule will not be placed on the public file of any securities regulatory authority or, where applicable, regulator. However, freedom of information legislation in certain jurisdictions may require the securities regulatory authority or, where applicable, regulator to make this information available if requested.

Full name, residential address <u>and</u> , telephone number <u>and email address</u> of purchaser	<u>Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)</u> ¹	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on (<u>list the specific subsection and paragraph(s) of National Instrument 45-106 Prospectus Exemptions</u>)	Date of distribution (yyyy-mm-dd)	<u>Full name of any person compensated for the distribution to this purchaser</u> ²

Note 1: If the issuer is an investment fund, the issuer is not required to complete this column.

Note 2: The name of the person compensated must reconcile with the information provided in item 8 of this report.

Instructions:

1. 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.
2. Except in British Columbia, file this report and the applicable fee in each jurisdiction in which a distribution is made at the addresses listed at the end of this report. If the distribution is made in more than one jurisdiction, the issuer/underwriter must complete a single report identifying all purchasers and file that report in each of the jurisdictions in which the distribution is made. Filing fees associated with the filing of the report are not affected by identifying all purchasers in a single report.
 - 2.1 In British Columbia, file Form 45-106F6 and pay the applicable fee. If the distribution is made in British Columbia and one or more other jurisdictions, file Form 45-106F6 in British Columbia and file this form, following instruction 2, in the other applicable jurisdictions.
 - 2.2 A “distribution” includes distributions made to purchasers resident in the local jurisdiction. In most Canadian jurisdictions, a “distribution” also occurs if the issuer of the securities is located in the jurisdiction. Consult securities legislation in the particular jurisdiction for guidance on when an issuer is considered to be located in that jurisdiction.

For example, a distribution by an issuer whose head office is located in Alberta to a purchaser resident in Saskatchewan is a distribution in both Alberta and Saskatchewan, requiring the issuer to file Form 45-106F1 with both the Alberta Securities Commission and the Financial and Consumer Affairs Authority (Saskatchewan).
3. If the space provided for any answer is insufficient, ~~additional sheets may be used and must be cross-referenced to the relevant part and properly identified and signed by the person whose signature appears on the report~~ please adjust the table to include additional space.
4. One report may be used for multiple distributions occurring within 10 days of each other provided that the report is filed on or before the 10th day following the first of such distributions.
5. The information in items 5, 6, and 7 must reconcile with the information in Schedule I₁ of Form 45-106F1. All dollar amounts must be in Canadian dollars.
6. In order to determine the applicable fee, consult the securities legislation of each jurisdiction in which a distribution is made.

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

Securities Regulatory Authorities and Regulators

Alberta Securities Commission

Suite 600, 250–5th St. SW
Calgary, Alberta T2P 0R4
Telephone: (403)–297-6454
Facsimile: (403)–297-6156

Financial and Consumer Affairs Authority (Saskatchewan Financial Services Commission)

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

The Manitoba Securities Commission

500 – 400 St Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: (204)–945-2548
Toll free in Manitoba 1-800-655-5244
Facsimile: (204)–945-0330

Ontario Securities Commission

~~Suite 1903, Box 55~~
20 Queen Street West
22nd Floor
Toronto, Ontario M5H 3S8
Telephone: (416)–593- 8314
Toll free in Canada: 1-877-785-1555
Facsimile: (416)–593-8122
Public official contact regarding indirect collection of information:
~~Administrative Support Clerk~~
~~Telephone (416) 593 3684~~
Inquiries Officer

Autorité des marchés financiers

800, ~~S~~quaresquare Victoria, 22e étage

C.P. 246, ~~T~~ourtour de la Bourse

Montréal, Québec H4Z 1G3

Telephone: (514)-395-0337

Or 1-877-525-0337

Facsimile: (514)-873-6155 (For filing purposes only)

Facsimile: (514)-864-6381 (For privacy requests only)

Financial and Consumer Services Commission (New Brunswick Securities Commission)

85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: (506)-658-3060
Toll Free in New Brunswick 1-866-933-2222
Facsimile: (506)-658-3059

Nova Scotia Securities Commission

~~2nd Floor, Joseph Howe Building~~
~~1690 Hollis~~ Suite 400, 5251 Duke Street
Halifax, Nova Scotia B3J 1P3J9
Telephone: (902)-424-7768
Facsimile: (902)-424-4625

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building
P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8
Telephone: (902)-368-4569
Facsimile: (902)-368-5283

Government of Newfoundland and Labrador

Financial Services Regulation Division
P.O. Box 8700
Confederation Building
2nd Floor, West Block
Prince Philip Drive
St. John's, NFLD A1B 4J6
Attention: Director of Securities
Telephone: (709)-729-4189
Facsimile: (709)-729-6187

Government Office of the Yukon Superintendent of Securities

Government of Yukon

Department of Community Services
~~Law Centre, 3rd~~ 307 Black Street, 1st Floor
~~2130 Second Avenue~~
PO Box 2703 (C-6)
Whitehorse, YT Y1A 5H2C6
Telephone: (867)-667-53145466
Facsimile: (867)-393-6251

Government of Northwest Territories

~~Government of the Northwest Territories~~

Office of the Superintendent of Securities

P.O. Box 1320

Yellowknife, NT X1A 2L9

Attention: Deputy Superintendent, Legal & Enforcement

Telephone: ~~(867)-~~920-8984

Facsimile: ~~(867)-~~873-0243

Government of Nunavut

Department of Justice

Legal Registries Division

P.O. Box 1000, Station 570

1st Floor, Brown Building

Iqaluit, Nunavut X0A 0H0

Telephone: ~~(867)-~~975-6590

Facsimile: ~~(867)-~~975-6594