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 amer 	ided, provide filing date	of report that is being am	ended (YYYY-MM-DD)				
ITEM 2 - PARTY CERTIFYING THE	Report						
Indicate the party certifying the report (sele National Instrument 81-106 Investment Fu							
Investment fund issuer	in continuous Disclosure unu						
☐ Issuer (other than an inves	stment fund)						
	,						
ITEM 3 - ISSUER NAME AND OTH		unstruct fund shout the fund					
Frovide the following information about the	wing information about the issuer, or if the issuer is an investment fund, about the fund.						
	Trez Capital Yield Trust US						
Previous full legal name							
If the issuer's name changed in		ost recent previous legal name.	<i>20</i> 0 1 1 1				
Website	www.trezcapital.com		(if applicable)				
If the issuer has a legal entity identifier, pro Legal entity identifier	vide below. Refer to Part B of t	the Instructions for the definition	of "legal entity identifier".				
ITEM 4 - UNDERWRITER INFORM	ATION						
If an underwriter is completing the report, p	provide the underwriter's full le	gal name and firm National Reg	istration Database (NRD) number.				
Full legal name							
Firm NRD number		(if applicable)					
			- J				
If the underwriter does not have a firm NRL) number, provide the head off	fice contact information of the ur	nderwriter.				
Street address		1					
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 2 6 9 1 3
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 to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Image: I
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 3 8 7 8 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
S100M to under \$500M S500M to under \$1B \$1B or over

ITEM 6 - INVESTMEN	t Fund Issuer Information
If the issuer is an invest	tment 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 s	tatus 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 DISTRIBUTIO	ON						
If an issuer located outside of Cana purchasers resident in that jurisdictu should be disclosed in Item 8. The in	ion of Canada only. Do not inc	lude in Ite	em 7 securitie	es issued	d as payr	ment of con	nmissions or finde	er's fees, which
a) Currency								
Select the currency or currencies in	which the distribution was ma	de. All doi	llar amounts	provide	ed in the	report musi	t be in Canadian	dollars.
🗌 Canadian dollar 🖌	US dollar 🔄 Eur	0	Other	(descri	ibe)			
b) Distribution date(s)								
State the distribution start and end as both the start and end dates. If distribution period covered by the Start da	the report is being filed for sec report.	ourities dis			uous bas date 2	is, include t 2017		
c) Detailed purchaser inform	nation							
Complete Schedule 1 of this fo		nd attac	h the sche	dule to	o the co	mpleted	report.	
d) Types of securities distrib	-					•	•	
Provide the following information Instructions for how to indicate th distributed. The information inclu <u>Asked Questions.</u>	e security code. If providing th	e CUSIP r	number, indic	ate the	full 9-dig	git CUSIP n	umber assigned t ible securities, se	o the security being
							Canadian \$	
Security code CUSIP number (if applicable)	Description of security		Numbe securi			ingle or owest price	Highest price	Total amount
U N T Tru	ist Units		159	,866.0	· 00	12.2000	12.2000	1,950,365.20
e) Details of rights and conv	vertible/exchangeable secu	urities						
If any rights (e.g. warrants, option	-			-		-	-	changeable securities
were distributed, provide the com	Exercise price					ingeable se	curity.	
Security Underlying code security code	(Canadian \$)		ry date - MM-DD)		version atio	Descril	be other items (if a	oplicable)
	Lowest Highest							
f) Summary of the distribution								
State the total dollar amount of se purchaser resides and for each exe distribution in a jurisdiction of Ca. This table requires a separate line purchaser resides, if a purchaser r jurisdiction. For jurisdictions within Canada, st	emption relied on in Canada fa nada, include distributions to p item for: (i) each jurisdiction v esides in a jurisdiction of Cana	or that dis ourchasers where a pu ada, and (i	tribution. Ho s resident in t ırchaser resic ii) each exem	wever, i hat juri les, (ii) e nption r	if an issu isdiction each exei	er located c of Canada c mption relie	outside of Canado only. ed on in the juriso	i completes a liction where a
Province or country	Exemption	n relied on				ber of hasers	Total amoun	t (Canadian \$)
British Columbia	NI 45-106 2.9(1) [Offer (BC, NL)	ring mei	morandum	ן]		1		24,400.00
British Columbia	NI 45-106 2.3 [Accredi	ted inve	estor]			6		1,683,600.00
Ontario	NI 45-106 2.3 [Accredi	ted inve	estor]			2		242,365.20
		Total dol	lar amount	of secu	urities di	istributed		1,950,365.20
	Total num	ber of un	ique purcha	asers ²		9		
² In calculating the total number of the issuer distributed multiple typ							aser only once, re	gardless of whether

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)

ITEM 8 - COMPENSATIO	ON INFORMATION			
	person (as defined in NI 45-106) to whom t ete additional copies of this page if mor			
Indicate whether any compen	sation was paid, or will be paid, in connecti	ion with the distribution.		
🗌 No 🗹 Yes	If yes, indicate number of perso	ons compensated.	4	
a) Name of person com	pensated and registration status			
Indicate whether the perso	on compensated is a registrant.	□ No 🔽	Yes	
If the person compensated is	s an individual, provide the name of the ind	lividual.		
Full legal name of indi	vidual Rajagopalan	Vikram		
	Family name	First given name	e Seco	ndary given names
If the person compensated	is not an individual, provide the following i	nformation.		
Full legal name	e of non-individual			
F			(if appl	icable)
Indicate whether the persor	n compensated facilitated the distribution th	hrough a funding portal	or an internet-base	ed portal. 🔽 No 🗌 Yes
b) Business contact info	·	5, 5,		
If a firm NRD number is not	provided in Item 8 (a), provide the business	s contact information of	the person being co	ompensated.
Street address	1404 - 401 Bay Street			
Municipality	Toronto		Province/State	Ontario
Country	Canada	Posta	l code/Zip code	M5H 2Y4
Email address		⊐ Tele	ephone number	
Indicate the person's relation	r or investment fund manager nship with the issuer or investment fund ma the meaning of "control" in section 1.4 of N			
	uer or investment fund manager			er than an investment fund)
Director or officer of	the investment fund or investment fund m	anager 🔽 Empl	ovee of the issuer o	or investment fund manager
None of the above				C C
d) Compensation details	S			
Canadian dollars. Include cas services incidental to the dist	isation paid, or to be paid, to the person ide sh commissions, securities-based compensa ribution, such as clerical, printing, legal or c gements with the directors, officers or emplo	ition, gifts, discounts or c accounting services. An i	other compensation. issuer is not required	. Do not report payments for d to ask for details about, or report
Cash commissions p	aid 4,288.91	Security codes	Security code 1	Security code 2 Security code 3
Value of all securiti distributed		-		
compensati				
Describe	terms of warrants, options or other rights			
Other compensation	on ⁵ Describe			
Total compensation p	aid 4,288.91			
Check box if the p	erson will or may receive any deferred cor	mpensation (describe th	ne terms below)	
additional securities of the i	ue of all securities distributed as compensa issuer. Indicate the security codes for all so e additional securities of the issuer. Impensation			

a) Name of person compens	ated and registra	ation status							
Indicate whether the person con	npensated is a regis	strant.	🗌 No	\checkmark] Yes				
If the person compensated is an in	dividual, provide th	ne name of the in	dividual.						
Full legal name of individua	l Co	oper		David			James		
	Family	name	Firs	st given name		Seconda	iry given n	ames	
If the person compensated is not	an individual, prov	ide the following	information.						
Full legal name of n	on-individual								
Firm 1	NRD number					(if applica	ble)		
Indicate whether the person com	pensated facilitated	I the distribution	through a fur	ding portal	or an intern	et-based p	oortal.	V No	Yes
b) Business contact informat	ion								
If a firm NRD number is not provid	ded in Item 8 (a), pr	rovide the busines	s contact info	ormation of t	the person b	peing comp	pensated.		
Street address 1404	4 - 401 Bay Stree	ət							
Municipality Torc	onto				Province/S	State	Ontario		
Country Can	ada]	Postal	code/Zip	code N	/I5H 2Y4	ļ	
Email address				Tele	phone nur	mber			
c) Relationship to issuer or ir	vestment fund n	nanager							
Indicate the person's relationship w								onnected"	in Part
B(2) of the Instructions and the me			11 45-106 for		-	-			fund)
Connect with the issuer or		-			r of the issu				,
 Director or officer of the in None of the above 	vestment fund or ir	nvestment fund n	nanager	Emplo	oyee of the	issuer or i	nvestmer	nt fund ma	nager
d) Compensation details	naid ar to bo nais	I to the newson id	antified in Ita	100 Q(z) in 200	an action wi	the the dist	vibution 1	Drevide all	ana cunta in
Provide details of all compensation Canadian dollars. Include cash con services incidental to the distributio on, internal allocation arrangemen	nmissions, securities on, such as clerical,	s-based compens printing, legal or	ation, gifts, di accounting s	iscounts or o ervices. An is	ther compe ssuer is not	nsation. D required to	o not repo o ask for d	ort paymer	nts for
Cash commissions paid	4,270.	00	Security cod	les	Security co	ode 1 S	ecurity cod	le 2 Sec	urity code 3
Value of all securities distributed as compensation ⁴									
· L	of warrants, option	 ns or other rights							
-									
Other compensation ⁵		Describe							
Total compensation paid	4,270.								
Check box if the person	will or may receive	e any deferred co	mpensation	(describe the	e terms bel	ow)			
⁴ Provide the aggregate value of a additional securities of the issuer.									

rights exercisable to acquire additional securities of the issuer. ⁵Do not include deferred compensation.

a) Name of person compensated and regis	stration status			
Indicate whether the person compensated is a r	egistrant.	No No	🖌 Yes	
If the person compensated is an individual, provid	e the name of the ind	ividual.		
Full legal name of individual	Lanteri	Isal	pelle	Karin
Far	nily name	First give	n name	Secondary given names
If the person compensated is not an individual, p	rovide the following in	nformation.		
Full legal name of non-individual				
Firm NRD number				(if applicable)
Indicate whether the person compensated facility	ted the distribution th	nrough a funding	portal or an inte	rnet-based portal. 🔽 No 🗌 Yes
b) Business contact information				
If a firm NRD number is not provided in Item 8 (a)	, provide the business	contact informat	tion of the person	n being compensated.
Street address 1404 - 401 Bay St	reet			
Municipality Toronto]	Province	State Ontario
Country Canada] '	Postal code/Zip	o code M5H 2Y4
Email address			Telephone n	umber
c) Relationship to issuer or investment fun	d manager			
Indicate the person's relationship with the issuer o				
B(2) of the Instructions and the meaning of "contro		45-106 for the p		-
Connect with the issuer or investment fun	d manager		Insider of the is	suer (other than an investment fund)
Director or officer of the investment fund of	or investment fund ma	anager 🗸	Employee of the	e issuer or investment fund manager
None of the above				
d) Compensation details				
Provide details of all compensation paid, or to be p Canadian dollars. Include cash commissions, secur services incidental to the distribution, such as cleric on, internal allocation arrangements with the direc	ties-based compensa al, printing, legal or c	tion, gifts, discour	nts or other comp es. An issuer is no	pensation. Do not report payments for ht required to ask for details about, or report
Cash commissions paid 1,9	01.98	Security codes	Security	code 1 Security code 2 Security code 3
Value of all securities distributed as compensation ⁴				
Describe terms of warrants, or	tions or other rights			
Other compensation⁵	Describe			
Total compensation paid 1,90	01.98			
Check box if the person will or may reconnected and the aggregate value of all securities dis additional securities of the issuer. Indicate the securities of the issuer.	ributed as compensa	ntion, <u>excluding</u> o	ptions, warrants	or other rights exercisable to acquire

rights exercisable to acquire additional securities of the issuer. ⁵Do not include deferred compensation.

a) Name of person compe	ensated and regis	stration status			
Indicate whether the person	compensated is a re	egistrant.	✓ No	Yes	
If the person compensated is a	an individual, provide	e the name of the ind	ividual.		
Full legal name of indivi	idual	Yau	Winn	ie	
	Fan	nily name	First given i	name Sec	ondary given names
If the person compensated is	not an individual, p	rovide the following in	nformation.		
Full legal name of	of non-individual				
Fir	rm NRD number			(if app	blicable)
Indicate whether the person o	compensated facilita	ted the distribution th	nrough a funding po	ortal or an internet-ba	sed portal. 🗹 No 🔲 Yes
b) Business contact inforr	mation				
If a firm NRD number is not pr	rovided in Item 8 (a)	, provide the business	contact informatio	n of the person being o	compensated.
Street address	1404 - 401 Bay St	reet			
Municipality	Toronto]	Province/State	Ontario
Country	Canada		- Pc	ostal code/Zip code	M5H 2Y4
Email address				Telephone number	
c) Relationship to issuer of	or investment fun	d manager			
Indicate the person's relationsl B(2) of the Instructions and the	hip with the issuer o	r investment fund ma			
Connect with the issue					her than an investment fund)
Director or officer of th		-			or investment fund manager
None of the above				, ,	
d) Compensation details					
Canadian dollars. Include cash	commissions, secur bution, such as cleric	ties-based compensa al, printing, legal or c	tion, gifts, discounts accounting services.	s or other compensatio An issuer is not requir	ed to ask for details about, or report
Cash commissions pair	id 19	90.20	Security codes	Security code 1	Security code 2 Security code 3
Value of all securities distributed as compensation	s				
Describe te	erms of warrants, op	tions or other rights			
Other compensation	15	Describe			
Total compensation pai	d 19	0.20			
Check box if the per	son will or may rece	eive any deferred con	npensation (descrit	be the terms below)	
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred com	suer. Indicate the se additional securities	curity codes for all se			r rights exercisable to acquire c <u>luding</u> options, warrants or other

ITEM 9 - DIRECTORS, EXECUTI	IVE OFFICERS A	ND PROMO	TERS OF THE I	SSUER				
If the issuer is an investment fund,	do not complete It	em 9. Procced to	o Item 10.					
Indicate whether the issuer is any of the	ne following (select o	all that apply).						
Reporting issuer in any jurisdi	ction of Canada							
Foreign public issuer								
Wholly owned subsidiary of a	reporting issuer in a	any jurisdiction of	f Canada ⁶					
Provide name	of reporting issuer							
Wholly owned subsidiary of a	foreign public issue	r ⁶						
Provide name of fo	reign public issuer							
Issuer distributing eligible fore	ign securities only t	o permitted clien	ts ⁷					
If the issuer is at least one of the a	bove, do not comp	lete Item 9(a) –	(c). Proceed to Ite	m 10.				
⁶ An issuer is a wholly owned subsidian securities that are required by law to b ⁷ Check this box if it applies to the curro clients. Refer to the definitions of "elign	e owned by its directed by its directed by its directed by the second second by the second seco	ctors, are benefic n if the issuer ma	cially owned by the de previous distrib	reporting issuer outions of other ty	or the foreig pes of secur	n publ	ic issue	er, respectively.
\checkmark If the issuer is none of the al	oove, check this bo	x and complete	ltem 9(a) - (c).					
a) Directors, executive officers	and promoters of	the issuer						
Provide the following information for territory; otherwise state the country.						da, sta	te the p	rovince or
Organization or company name	Family name	First given name	Secondary give names	non-indivi reside jurisdict	Business location of non-individual or residentail jurisdiction of individual			
				Province o	r country	D	0	Р
	Greene	Morley		British Colun	nbia	✓	✓	\checkmark
	Perkins	Robert	Derek	British Colun	nbia	✓	✓	\checkmark
	Manson	Alexander	Maxwell	British Colun	nbia	✓	✓	~
	Lai	Ken	Hin-Fai	British Colun	nbia	✓	✓	\checkmark
	Vorwaller	Gregory	Scott	British Colun	nbia		✓	\checkmark
b) Promoter information								
If the promoter listed above is not an within Canada, state the province or						•		
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual	Relation (select one			
				Province or country	D		C	
c) Residential address of each	individual							
Complete Schedule 2 of this form proceedings of the completed report. Schedule 2 also re					m 9(a) and	(b) an	d attac	h to the

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	LaFontaine	Sandra	
	Family name	First given name	Secondary given names
Title	Director of Compliance		
Name of issuer/underwriter/ investment fund manager	Trez Capital Yield Trust US		
Telephone number	6044841461	Email address sandra	al@trezcapital.com
Signature	"Sandra LaFontaine"	Date 20 ²	17 09 21
		YYY	YY MM DD

ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

 Same as individual certifying the report

 Full legal name
 Paton
 Ronald
 G.
 Title
 Barrister & Solicitor

 Family name
 First given name
 Secondary given names
 Secondary given names
 Title
 Barrister & Solicitor

 Name of company
 Owen Bird Law Corporation
 Email address
 Tpaton@owenbird.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.