Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE
✓ New report
Amended report If amended, provide filing date of report that is being amended (YYYY-MM-DE
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 Trez Capital Yield Trust US
Previous full legal name
If the issuer's name changed in the last 12 months, provide most recent previous legal name.
Website www.trezcapital.com (if applicable)
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".
Legal entity identifier
Item 4 - Underwriter Information
If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.
Full legal name
Firm NRD number (if applicable)
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.
Street address
Municipality Province/State
Country Postal code/Zip code
Telephone number Website (if applicable)

Item 5 - Issuer Information
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool . NAICS industry code 5 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. □ 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 □ Commerial/business debt □ Consumer debt □ Private companies
b) Number of employees
Number of employees: ☐ 0 - 49
c) SEDAR profile number
Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 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 Financial year-end MM DD MM DD
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.
│
NS NU ON PE QC SK YT g) Public listing status
g) Public listing status If the issuer has a CUSIP number, provide below (first 6 digits only)
CUSIP number
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange name(s):
h) Size of issuer's assets
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M
☐ \$100M to under \$500M ☐ \$500M to under \$1B ☐ \$1B or over

ITEM 6 - INVESTMENT	TEM 6 - INVESTMENT FUND ISSUER INFORMATION							
If the issuer is an investm	ent fund, provide the following information.							
a) Investment fund man	ager information							
Full legal name								
Firm NRD number	(if applicable)							
If the investment fund mana	ger 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 investment fund								
Type of investment fund that r	nost accurately identifies the issuer (select only one) .							
Money market	Equity Fixed income							
Balanced	Alternative strategies Other (describe)							
Indicate whether one or both c	of the following apply to the investment fund .							
Invests primarily in o	other investment fund issuers							
☐ Is a UCITs Fund¹								
**Undertaking for the Collective	Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU)							
	investment schemes to operate throughout the EU on a passport basis on authorization from one member state. d financial year-end of the investment fund							
•								
Date of formatio	n Financial year-end MM DD MM DD							
d) Reporting issuer stat	us of the investment fund							
Is the investment fund a repor	ting issuer in any jurisdication of Canada? No Yes							
· · · <u></u> · · · · <u></u> ·	Canada in which the investment fund is a reporting issuer.							
	AB BC MB NB NL NT							
	NU ON PE QC SK YT							
-	of the investment fund							
	CUSIP number, provide below (first 6 digits only)							
	CUSIP number							
	cly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for or and received a listing, which excludes, for example, automated trading systems.							
Exchange names								
f) Net asset value (NAV	() of the investment fund							
Select the NAV range of the in	vestment 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 \$500M	\$500M to under \$1B S1B or over Date of NAV calculation:							
	YYYY MM DD							

I TEN	17 - IN	FORMATIO	N ABOUT THI	E DISTRIBUTIO	ON						
				s a distribution in da only. Do not inc							
			The information բ	provided in Item 7	must reco	ncile with th	e informati	on provided in	Schedule 1 of the	report.	
a)	Curren	су									
Sele	ct the curr	ency or currence	es in which the di	istribution was ma	de. All doi	llar amounts	provided ir	the report mu	st be in Canadiar	dollars.	
] Canad	ian dollar	✓ US dollar	Eur	0	Other	(describe)				
b)	Distribu	ution date(s)									
as	both the si	art and end dat eriod covered b	tes. If the report is y the report. art date 2018		curities dis			s basis, include	the start and end		date
			YYYY	MM DE)			YYYY	MM DD		
c)	Detaile	d purchaser i	nformation								
Com	plete Sc	hedule 1 of t	his form for ea	ch purchaser a	nd attac	h the sche	dule to th	ne completed	l report.		
d)	Types	of securities of	listributed								
In: di:	structions	for how to indic The information	ate the security co	ibutions that take ode. If providing th 7d must reconcile	ne CUSIP r	number, indic	ate the full	9-digit CUSIP	number assigned	to the security l	-
									Canadian \$		
	Security code	CUSIP number (if applicable)	Desc	cription of security		Numbe secur		Single or lowest price	Highest price	Total amour	nt
	UNT		Trust Units			2	2,500.00	12.7000	12.7000	31,75	0.00
e)	Details	of rights and	convertible/exc	changeable secu	urities						
				ibuted, provide the						changeable sec	curities
	Security		Exerci	ise price adian \$) Highest	Expi	ry date - MM-DD)	Conversi ratio	on			
f)	Summa	ry of the distr	ibution by juriso	diction and exen	nption						
pu dis Th pu jur	f) Summary of the distribution by jurisdiction and exemption 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. 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. For jurisdictions within Canada, state the province or territory, otherwise state the country.										
		Province or country		Exemption	n relied on			Number of purchasers	Total amou	nt (Canadian \$)	
		Ontario		06 2.9(2.1) [Off , ON, QC, NB,		emorand	ım]	1		31,750	.00
			1			lar amount	of securiti	es distributed	1	31,750	.00

²In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

Total number of unique purchasers²

1

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. 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)

Provide information for each person (as de						sation	in cor	nnectio	on
with the distribution. Complete addition		•		compe	nsated.				
Indicate whether any compensation was po	nid, or will be paid, in connect s, indicate number of pers			7					
☐ No ✓ Yes If yes	s, maicate number of pers	ons compensate	u. <u>'</u>						
a) Name of person compensated a	<u> </u>								
Indicate whether the person compensa	-	□ No	✓ Yes						
If the person compensated is an individuo	· · · · · · · · · · · · · · · · · · ·								
Full legal name of individual	Rajagopalan	Vikra	<u> </u>						
	Family name	First given	name	Secon	dary given	names			
If the person compensated is not an indi		ınformatıon.							_
Full legal name of non-ind									
Firm NRD n	umber		(if applic	able)				
Indicate whether the person compensate	d facilitated the distribution t	through a funding p	ortal or an interne	t-basea	portal.	√] No		Yes
b) Business contact information	tone O (a) manida the horsing					,			
If a firm NRD number is not provided in I		s contact informatio	on of the person be	eing con	препѕитес				
	Bay Street		D : /0	1					
Municipality Toronto			Province/S	tate	Ontario				
Country Canada] P	ostal code/Zip c	ode	M5H 2Y	' 4			
Email address			Telephone num	ber					
c) Relationship to issuer or investm	ent fund manager								
Indicate the person's relationship with the B(2) of the Instructions and the meaning						connec	cted" ir	n Part	
Connect with the issuer or investi		•	nsider of the issu	-		invest	ment f	und)	
Director or officer of the investme	-		Employee of the is	`				,	
None of the above			1 -7						
d) Compensation details									
Provide details of all compensation paid, of	or to be paid, to the person ide	entified in Item 8(a)	in connection witi	h the dis	stribution.	Provid	de all a	ımoun	nts in
Canadian dollars. Include cash commissio services incidental to the distribution, such									renort
on, internal allocation arrangements with						uetut	s abou	ι, οι το	ероп
Cash commissions paid	31.75	Security codes	Security cod	de 1	Security co	de 2	Secu	rity coc	de 3
Value of all securities		Security codes					0000	,	
distributed as compensation ⁴				I					
Describe terms of war	rants, options or other rights								\neg
Other compensation ⁵	Describe								一
Total compensation paid	31.75								
Check box if the person will or	may receive any deferred co	mpensation (descri	be the terms belo	w)					
									-

a) Name of person com	pensated and reg	gistration status							
Indicate whether the perso	on compensated is a	registrant.	☐ No	✓ Yes					
If the person compensated is	an individual, provi	ide the name of the indi	vidual.						
Full legal name of indi	vidual	Cooper	Davi	d	James				
	F	amily name	First given r	name Sec	ondary given names				
If the person compensated	is not an individual,	provide the following in	formation.						
Full legal name	e of non-individua								
F	Firm NRD number	·		(if app	olicable)				
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves									
b) Business contact info	ormation								
If a firm NRD number is not	provided in Item 8 (a), provide the business	contact information	n of the person being o	compensated.				
Street address	1404 - 401 Bay	Street							
Municipality	Toronto			Province/State	Ontario				
Country	Canada		Ро	stal code/Zip code	M5H 2Y4				
Email address			7	Telephone number					
c) Relationship to issue	r or investment fu	nd manager							
Indicate the person's relation B(2) of the Instructions and t	•	·	•		•	ted" in Part			
Connect with the iss	•			sider of the issuer (ot		ment fund)			
Director or officer of	the investment fund	d or investment fund ma	nager	mployee of the issuer	or investment fun	d manager			
None of the above			_						
d) Compensation details	S								
Provide details of all compen Canadian dollars. Include cas services incidental to the dist on, internal allocation arrang	sh commissions, secu ribution, such as cle	urities-based compensat rical, printing, legal or a	ion, gifts, discounts ccounting services.	or other compensatio An issuer is not requir	n. Do not report pa ed to ask for details	yments for			
Cash commissions p	aid	111.13	Security codes	Security code 1	Security code 2	Security code 3			
Value of all securiti			booting bodos						
distributed compensation									
Describe	terms of warrants,	options or other rights							
Other compensation	on ⁵	Describe							
Total compensation page	aid	111.13							
Check box if the pe	erson will or may re	ceive any deferred com	pensation (describ	e the terms below)					
⁴ Provide the aggregate valuadditional securities of the ingilar rights exercisable to acquire 5Do not include deferred co	ssuer. Indicate the se additional securities	security codes for all se							

a) Name of person comp	ensated and re	gistration status						
Indicate whether the persor	n compensated is o	ı registrant.	✓ No	Yes				
If the person compensated is	an individual, prov	ide the name of the inc	dividual.					
Full legal name of indiv	ridual	McDonald	Dou	ıglas		James		
	F	amily name	First give	en name	Seco	ndary given names		
If the person compensated is	s not an individual,	provide the following	information.					
Full legal name	of non-individua	ıl 📗						
Fi	irm NRD numbe	r T			(if app	licable)		
Indicate whether the person	compensated facil	itated the distribution	through a funding	portal or an inte	ı ernet-base	ed portal.] No ☐ Yes	
b) Business contact infor	•			<u> </u>				
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.								
Street address	1404 - 401 Bay	Street						
Municipality	Toronto		1	Province	e/State	Ontario		
Country	Canada		_ 	Postal code/Zi	p code	M5H 2Y4		
Email address			_	Telephone n	umber			
c) Relationship to issuer	or investment fu	ınd manager						
Indicate the person's relations B(2) of the Instructions and th	ship with the issue	or investment fund m	-			-	ted" in Part	
Connect with the issu	•				-	ner than an invest	ment fund)	
☐ Director or officer of the	he investment fun	d or investment fund n	nanager 🔽	Employee of th	e issuer	or investment fun	d manager	
☐ None of the above							-	
d) Compensation details								
Provide details of all compens		e paid, to the person ide	entified in Item 8(d	a) in connection	with the d	distribution. Provid	de all amounts in	
Canadian dollars. Include cash	h commissions, sec	urities-based compens	ation, gifts, discou	nts or other com	pensation	. Do not report po	yments for	
services incidental to the distri on, internal allocation arrange			-		-		s about, or report	
Cash commissions pa	nid	31.75		Coourity	anda 1	Conveity and 2	Convity and 2	
Value of all securitie	es		Security codes	Security	code i	Security code 2	Security code 3	
distributed a compensatio								
•		 options or other rights						
Other compensation		Describe						
Total compensation pa		31.75						
Check box if the pe	rson will or may re	eceive any deferred co	mpensation (desc	cribe the terms b	elow)			
	<u> </u>	<u> </u>			•			
⁴ Provide the aggregate value								
additional securities of the is rights exercisable to acquire			ecurities distribut	ed as compensa	ntion, <u>incl</u>	uding options, wa	rrants or other	
⁵ Do not include deferred con								

a) Name of person com	pensated and reg	istration status							
Indicate whether the perso	on compensated is a	registrant.	√ No	Yes					
If the person compensated is	an individual, provi	de the name of the indi	vidual.						
Full legal name of indi	vidual	Yau	Winn	ie					
	Fa	amily name	First given	name Seco	ondary given names				
If the person compensated	is not an individual,	provide the following ir	formation.						
Full legal name	e of non-individual								
F	Firm NRD number			(if app	licable)				
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves									
b) Business contact info	rmation								
If a firm NRD number is not	provided in Item 8 (a), provide the business	contact informatio	n of the person being c	ompensated.				
Street address	1404 - 401 Bay S	Street							
Municipality	Toronto			Province/State	Ontario				
Country	Canada		Po	ostal code/Zip code	M5H 2Y4				
Email address				Telephone number					
c) Relationship to issue	r or investment fu	nd manager							
Indicate the person's relatior B(2) of the Instructions and t	•	·	•		•	ted" in Part			
Connect with the issu	uer or investment fu	ınd manager	☐ li	nsider of the issuer (otl	her than an invest	ment fund)			
Director or officer of	the investment fund	l or investment fund ma	nager 🗸 E	mployee of the issuer	or investment fun	d manager			
None of the above									
d) Compensation details	5								
Provide details of all compen Canadian dollars. Include cas services incidental to the dist on, internal allocation arrang	sh commissions, secu ribution, such as clei	ırities-based compensat rical, printing, legal or a	ion, gifts, discounts ccounting services.	or other compensation An issuer is not require	n. Do not report po ed to ask for detail	yments for			
Cash commissions p	aid	3.18	Security codes	Security code 1	Security code 2	Security code 3			
Value of all securiti distributed compensati	as		,						
•									
Other compensation		Describe							
Total compensation pa		3.18							
Check box if the pe	erson will or may re	ceive any deferred com	pensation (describ	pe the terms below)					
⁴ Provide the aggregate valuadditional securities of the ingights exercisable to acquire ⁵ Do not include deferred co.	ssuer. Indicate the se additional securities	security codes for all se							

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 Canada⁶ Provide name of reporting issuer Wholly owned subsidiary of a foreign public issuer⁶ Provide name of foreign public issuer Issuer distributing eligible foreign securities only to permitted clients⁷ If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. ⁶An 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. ⁷Check 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. $\sqrt{}$ If the issuer is none of the above, check this box and complete Item 9(a) - (c). Directors, executive officers and promoters of the issuer Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" - Director, "O" - Executive Officer, "P" - Promoter. Business location of Relationship to non-individual or issuer residentail First given (select all that Secondary given jurisdiction of Organization or company name Family name name names apply) individual Province or country D 0 Ρ British Columbia ✓ ✓ **√** Greene Morley Derek British Columbia Perkins Robert Maxwell Manson Alexander British Columbia Hin-Fai British Columbia I ai Ken Scott Vorwaller Gregory British Columbia Promoter information b) 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. Residential Relationship to promoter iurisdiction of First given Secondary given (select one or both if applicable) individual Organization or company name Family name name names Province or D 0 country

c) Residential address of each individual

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

ITEM 10 - CERTIFICATION

Telephone number 6046917504

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 give	
Title	Director of Compliance				
Name of issuer/underwriter/ investment fund manager	Trez Capital Yield Trust US				
Telephone number	6044841461	Email address	sandral@	trezcapital.cor	m
Signature	"Sandra LaFontaine"	Date	2018	04	13
		•	YYYY	MM	DD

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 Name of company Owen Bird Law Corporation

Notice - Collection and use of personal information

Email address rpaton@owenbird.com

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.