# 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 amen	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 Fur						
☐ Investment fund issuer						
✓ Issuer (other than an inves	stment fund)					
Underwriter						
ITEM 3 - ISSUER NAME AND OTH	HER IDENTIFIERS					
Provide the following information about the	e issuer, or if the issuer is an in	vestment fund, about the fund.				
Full legal name	Nerds On Site Inc.					
Previous full legal name						
If the issuer's name changed in	the last 12 months, provide mo	ost recent previous legal name.				
Website	www.nerdsonsite.com		(if applicable)			
If the issuer has a legal entity identifier. pro	vide below. Refer to Part B of t	he Instructions for the definition	of "legal entity identifier".			
Legal entity identifier						
ITEM 4 - UNDERWRITER INFORM	ATION					
If an underwriter is completing the report, p	rovide the underwriter's full leg	gal name and firm National Reg	istration Database (NRD) number.			
Full legal name						
Firm NRD number	(if applicable)					
If the underwriter does not have a firm NRE	) number, provide the head off	ice contact information of the ur	nderwriter.			
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 <b>Statistics Canada's NAICS industry search tool.</b>							
NAICS industry code 5 4 1 5 1 4							
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.      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:							
c) SEDAR profile number							
Does the issuer have a SEDAR profile?  No Yes If yes, provide SEDAR profile number 0 0 0 4 3 7 4 0							
If the issuer does not have SEDAR profile complete item 5(d) - (h).							
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.							
☐ AII ☐ AB ☐ BC ☐ MB ☐ NB ☐ NL ☐ NT							
NS NU ON PE QC SK T							
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	T FUND ISSUER INFORMATION					
If the issuer is an invest	If the issuer is an investment fund, provide the following information.					
a) Investment fund ma	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 Province/State					
Country	Postal code/Zip code					
Telephone number	Website (if applicable)					
b) Type of investment	fund					
Type of investment fund tha	t most accurately identifies the issuer (select only one) .					
☐ Money market	☐ Equity ☐ Fixed income					
☐ Balanced	Alternative strategies Other (describe)					
Indicate whether one or boti	h of the following apply to the investment fund .					
☐ Invests primarily in	other investment fund issuers					
☐ Is a UCITs Fund¹						
	ve Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) re 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 format						
d) Reporting issuer st	YYYY MM DD MM DD  atus of the investment fund					
, 1						
	orting issuer in any jurisdication of Canada? No Yes  of Canada in which the investment fund is a reporting issuer.					
All	AB BC MB NB NL NT					
□ NS □	NU ON PE QC SK TT					
e) Public listing status	s of the investment fund					
If the investment fund has a	CUSIP number, provide below (first 6 digits only)					
	CUSIP number					
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 issuer has applied for and received a listing, which excludes, for example, automated trading systems.						
Exchange nam	es					
f) Net asset value (NA	AV) of the investment fund					
Select the NAV range of the 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 \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation:  YYYY MM DD					

#### 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. Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. ✓ Canadian dollar US dollar ☐ Euro Other (describe) 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 End date 2017 20 2017 11 11 20 MM חח MM DD YYYY Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. Types of securities distributed 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 how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. The information included in item 7d must reconcile to item 7f. For examples on how to report convertible securities, see our Frequently Asked Questions. Canadian \$

					Cariadian	
Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
C V D		Issuance of an aggregate of \$720,000 principal amount of 10% Unsecured Convertible Debentures due November 20, 2018 at a price of \$1,000 per Convertible Debenture.	720,000.00	1,000.0000		720,000.00

#### 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.

S	Security Underlying security code				Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)			
						Lowest	Highest			
С	V	D	U	В	S	0.2500	0.2500	2018-11-20		Each Convertible Debenture will be convertible, at the option of the holder, into common share units (Units). Each Unit will consist of one common share and one warrant. Each warrant will have an exercise price of \$0.30 per share and a term of two years.

### 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 relied on	Number of purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	12	443,000.00

Alberta	NI 45-106 2.3 [Accredited investor]	3	127,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	1	100,000.00
Spain	NI 45-106 2.3 [Accredited investor]	1	25,000.00
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	25,000.00
	Total dollar amount of sec	urities distributed	720,000.00
	Total number of unique purchasers <sup>2</sup>	18	

<sup>&</sup>lt;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.

# 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.<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.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

<sup>&</sup>lt;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.

# 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)

TTEM 8 - COMPENSATION INFO	ORMATION	
		the issuer directly provides, or will provide, any compensation in connection re than one person was, or will be, compensated.
Indicate whether any compensation wa		
☐ No ☑ Yes If	yes, indicate number of pers	ons compensated. 2
a) Name of person compensate	<u> </u>	
Indicate whether the person compe	nsated is a registrant.	☐ No ☑ Yes
If the person compensated is an indivi	idual, provide the name of the ind	lividual.
Full legal name of individual		
	Family name	First given name Secondary given names
If the person compensated is not an	·	
Full legal name of non-	individual Haywood Securiti	es Inc.
Firm NRI	D number 1 6 3	0 (if applicable)
Indicate whether the person compen	sated facilitated the distribution t	hrough a funding portal or an internet-based portal.  Ve
b) Business contact information		
·	in Item 8 (a), provide the busines:	s 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 inve	stment fund manager	
B(2) of the Instructions and the meaning  Connect with the issuer or inv	ing of "control" in section 1.4 of N	Inager (select all that apply). Refer to the meaning of "connected" in Part 11 45-106 for the purposes of completing this section.  Insider of the issuer (other than an investment fund)  anager Employee of the issuer or investment fund manager
None of the above		
d) Compensation details		
Canadian dollars. Include cash commisservices incidental to the distribution, son, internal allocation arrangements w	ssions, securities-based compenso such as clerical, printing, legal or with the directors, officers or empl	entified in Item 8(a) in connection with the distribution. Provide all amounts in tion, gifts, discounts or other compensation. Do not report payments for accounting services. An issuer is not required to ask for details about, or report byees of a non-individual compensated by the issuer.
Cash commissions paid	8,000.00	Security codes Security code 1 Security code 2 Security code 3
Value of all securities distributed as compensation <sup>4</sup>		W N T
Describe terms of	warrants, options or other rights	Issuance of 8,000 finder's warrants. Each finder's warrant is exercisable to purchase one additional common share of the Issuer at a price of \$0.25 for a period of 12 months. Expiry date of finder's warrant is November 20, 2018.
Other compensation <sup>5</sup>	Describe	
Total compensation paid	8,000.00	
Check box if the person will	or may receive any deferred cor	mpensation (describe the terms below)
<sup>4</sup> Provide the aggregate value of all so	ecurities distributed as compens	ation, excluding options, warrants or other rights exercisable to acquire
	dicate the security codes for all s nal securities of the issuer.	ecurities distributed as compensation, <u>including</u> options, warrants or other

a) Name of person compens	sated and registration status							
Indicate whether the person co	mpensated is a registrant.	☐ No	✓ Yes					
If the person compensated is an i	If the person compensated is an individual, provide the name of the individual.							
Full legal name of individua	Full legal name of individual							
	Family name	First given r	name Sec	condary given names				
If the person compensated is not	t an individual, provide the following	information.						
Full legal name of r	non-individual Canaccord Geni	uity Corp.						
Firm	NRD number 9 0 (		(if app	plicable)				
Indicate whether the person com	npensated facilitated the distribution	through a funding po	ortal or an internet-ba	sed portal. 🔽 No 🔲 Yes				
b) Business contact information	tion							
If a firm NRD number is not provi	ided in Item 8 (a), provide the busine	ss contact information	n of the person being	compensated.				
Street address								
Municipality		7	Province/State					
Country		_ ☐ Po	stal code/Zip code					
Email address		-	Telephone number					
c) Relationship to issuer or i	nvestment fund manager							
<u> </u>	with the issuer or investment fund m	nanager (select all tha	nt apply). Refer to the r	meaning of "connected" in Part				
B(2) of the Instructions and the m	eaning of "control" in section 1.4 of	NI 45-106 for the purp	poses of completing th	nis section.				
Connect with the issuer o	r investment fund manager	In	nsider of the issuer (or	ther than an investment fund)				
Director or officer of the in	nvestment fund or investment fund i	manager	mployee of the issue	r or investment fund manager				
None of the above								
d) Compensation details								
Canadian dollars. Include cash cor services incidental to the distributi	n paid, or to be paid, to the person ion mmissions, securities-based compension, such as clerical, printing, legal on the with the directors, officers or emp	ation, gifts, discounts accounting services.	or other compensatio An issuer is not requir	n. Do not report payments for ed to ask for details about, or report				
Cash commissions paid	46,640.00		0 " 1 1					
Value of all securities distributed as compensation⁴	3,7 13.05	Security codes	Security code 1 W N T	Security code 2 Security code 3				
Describe terms of warrants, options or other rights  Issuance of 186,560 finder's warrants. Each finder's warrant is exercisable to purchase one additional common share of the Issuer at a price of \$0.25 for a period of 12 months. Expiry date of finder's warrant is November 20, 2018.								
Other compensation <sup>5</sup>	Describe							
Total compensation paid 46,640.00								
Check box if the person	n will or may receive any deferred co	ompensation (describ	pe the terms below)					

#### 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. $| \sqrt{ } |$ 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 Harbarenko John Ontario ✓ **√** Redekop David Ontario Regan Charles Ontario Smit Jack Ontario Konaryev Eugene Ontario 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

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	Regan	Charles					
	Family name	First given name		Secondary given names			
Title	Chief Executive Officer						
Name of issuer/underwriter/ investment fund manager	Mordo On Cita Ina						
Telephone number	5196394382	Email address	charlie@r	nerdsonsite.co	m		
Signature	(s) "Charles Regan"	Date	2017	11	21		
		_	YYYY	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 Skeith D. Richard Solicitor Family name First given name Secondary given names

Name of company

Norton Rose Fulbright Canada LLP

Telephone number 4032678165

Email address | rick.skeith@nortonrosefulbright.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:

- 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
- has authorized the indirect collection of the information by the securities regulatory authority or regulator.