Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8822935

ITEM 1 - REPORT TYPE								
✓ New report								
Amended report	If amen	ided, provide	filing date	of report	that is being	g am	ended	(YYYY-MM-DD)
ITEM 2 - PARTY CERTIF	YING THE	REPORT						
Indicate the party certifying the Instrument 81-106 Investment						an inv	vestment fund, refer to sect	ion 1.1 of National
Investment fund i		luous Disclosure	una the comp	funion policy	, 10 141 01 100.			
 ✓ Issuer (other than 	✓ Issuer (other than an investment fund)							
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 OMERS Finance Trust								
Previous full legal name								
If the issuer's name ch	-	last 12 months,	provide most	recent previ	ous legal name	2.		
	Website	www.omers	.com		(if ap	plicab	le)	
If the issuer has a legal entity i	dentifier <u>,</u> pro	ovide below. Refe	r to Part B of	the Instructi	ons for the def	nition	of "legal entity identifier".	
Legal entity	identifier	529900M03	9WCPESC)3P17				
If two or more issuers distribute	ed a single so	ecurity, provide t	he full legal n	ame(s) of th	e co-issuer(s) c	ther th	an the issuer named above	2.
Full legal name(s) of co	-issuer(s)				(if ap	plicabl	e)	
ITEM 4 - UNDERWRITER								
If an underwriter is completing			nuritor's full h	aal namo a	nd firm NPD n	umbor		
Full legal name				egut nume u		under		7
Firm NRD number					(if applicable	~		
l]			
If the underwriter does not hav Street address	e a firm NRL) number, provid	le the head of	fice contact	information of	the un	derwriter.	Г
Municipality					Province/S			
Country				Pos	tal code/Zip			
Telephone number					We	bsite		(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 in your reasonable judgment most closely corresponds to the issuer's primary business activity.						
NAICS industry code 5 2 6 9 8 9						
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 Commercial/business debt Consumer debt Private companies						
Cryptoassets						
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✓ YesIf yes, provide SEDAR profile number00047623						
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						
YYYY 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 YT						
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 name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.						
Exchange name						
h) Size of issuer's assets						
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first 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	S1B or over

ib close is an investment fund, provide the following information: iiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii						
Full legal name						
Firm NRD number						
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Country Postal code/Zjp code Telephone number Website (if applicable) D Type of investment fund Type of investment fund fund that most accurately identifies the issuer (select only one). Money market Country Postal code/Zjp code Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Country Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment fund Date of formation and financial year-end of the investment fund YYYY MM DD MM DD						
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CUSIP number						
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the						
name of an exchange and not a trading facility such as, for example, an automated trading system.						
Exchange name						
f) Net asset value (NAV) 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 \$500M \$500M to under \$1B \$1B or over Date of NAV calculation:						

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

purchasers resident in that jurisdie connection with the distribution, w Schedule 1 of the report.	nada completes a distribution in a jurisa iction of Canada only. Do not include in which must be disclosed in Item 8. The i	Item 7 securities issue	d as payment of c	ommissions or fi	nder's fees in			
a) Currency								
Select the currency or currencies i	in which the distribution was made. All	dollar amounts provide	ed in the report m	ust be in Canadi	an dollars.			
✓ Canadian dollar	US dollar 🗌 Euro	Other (describe	e)					
b) 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 2019 05 14 End date 2019 05 14 YYYY MM DD YYYY MM DD								
c) Detailed purchaser infor								
	s form for each purchaser and at	ttach the schedule	to the complet	ed report.				
			···					
		socurity basis Defer to	Dart A(12) of the L	nstructions for h	ow to indicate the			
	n for all distributions reported on a per s ISIP number, indicate the full 9-digit CU				ow to thatcate the			
				Canadian				
Security CUSIP number code (if applicable)	Description of security	Single or lowest price	Canadian \$ Highest price	Total amount				
N O T C68012AB 2.60	0% Series A Senior Notes due	599,400.00			598,770,630.00			
N O T 6 May								
e) Details of rights and cor	nvertible/exchangeable securities							
	ns) were distributed, provide the exercise				xchangeable securities			
Convertible /	eversion ratio and describe any other ter Exercise price	rms for each convertible	e/exchangeable se	ecurity.				
exchangeable Underlying security code security code	(Canadian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other i	tems (if applicable)			
	Lowest Highest							
f) Summary of the distribut	tion 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 unique ² purchasers	^a Total a	mount (Canadian \$)			
Ontario	NI 45-106 2.3 [Accredited inve	estor]	3	38	332,550,455.00			
Québec	NI 45-106 2.3 [Accredited inve	estor]	,	11	87,408,125.00			
British Columbia	NI 45-106 2.3 [Accredited inve	estor]		4	131,162,135.00			
Alberta	NI 45-106 2.3 [Accredited inve	estor]		3	39,458,525.00			
Manitoba	NI 45-106 2.3 [Accredited inve	estorl		1	4,994,750.00			
Saskatchewan		1						
Saskalchewah	NI 45-106 2.3 [Accredited inve	-		1	2,497,375.00			

Nova Scotia	NI 45-106 2.3 [Accredited investor]	1	699,265.00
	Total dollar amount of se		598,770,630.00
	Total number of unique purchasers ^{2b}	59	

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b} 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.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	Description Date of document or other material (YYYY-MM-DD)		Date previously filed or delivered (YYYY-MM-DD)

ITEM 8 - COMPENSATION I	NFORMATION						
Provide information for each person the distribution. Complete addition			-				nsation in connection with
Indicate whether any compensatic	n was paid, or will be p	aid, in connecti	on with the disti	ribution.			
🗌 No 🗹 Yes	If yes, indicate nur	nber of perso	ns compensa	ted.	7		
a) Name of person compens	ated and registration	status					
Indicate whether the person compe	nsated is a registrant.		No No	\checkmark	Yes		
If the person compensated is an ind	ividual, provide the nan	ne of the individ	lual.				
Full legal name of individu	al						
	Family r	ame	Fi	rst given n	ame	Sec	condary given names
If the person compensated is not an		-	mation.				
Full legal name of r	non-individual TD S	ecurities Inc.					
Firm	NRD number 5	8 6	0		(if ap	oplicable)	
Indicate whether the person compe	nsated facilitated the dis	tribution throu	gh a funding po	ortal or an	internet-base	d portal.	✓ No 🗌 Yes
b) Business contact information							
If a firm NRD number is not provide	ed in Item 8 (a), provide	the business co	ntact informatio	on of the	person being c	ompensated	<u>.</u>
Street address							
Municipality				Р	rovince/State	e	
Country				Postal c	code/Zip code	e	
Email address				Telep	hone numbe	er	
c) Relationship to issuer or i	nvestment fund man	ager					
Indicate the person's relationship w the Instructions and the meaning o							connected" in Part B(2) of
Connect with the issuer of	r investment fund mana	ager		Insider	of the issuer (other than a	n investment fund)
Director or officer of the in	nvestment fund or inves	stment fund ma	nager	Employ	ee of the issue	er or investn	nent fund manager
✓ None of the above							
d) Compensation details							
Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such a allocation arrangements with the di Cash commissions paid	nissions, securities-base s clerical, printing, legal rectors, officers or emplo	d compensatio or accounting	n, gifts, discount services. An issu	rs or othei er is not i	r compensatior required to ask	n. Do not rep	port payments for services
Value of all securities	599,400.00	ç	Security codes	-	Security code 1	Security	code 2 Security code 3
distributed as compensation ⁴ Describe term	s of warrants, options o	r other riahts	-		· · ·		
Other compensation ⁵	· · ·	Describe					
Total compensation paid	599,400.00						
Check box if the persor	n will or may receive an	y deferred com	pensation (des	cribe the	terms below)		
⁴ Provide the aggregate value of all							
additional securities of the issuer. rights exercisable to acquire additi ⁵ Do not include deferred compens	onal securities of the is		unties distributed	d as com	pensation, <u>incl</u>	l <u>uding</u> optiol	ns, warrants or other

a) Name of person compensated	and registration status							
Indicate whether the person compensated	l is a registrant.	No 🔽	✓ Yes					
If the person compensated is an individuo	l, provide the name of the ind	vidual.						
Full legal name of individual								
	Family name	First give	en name	Secondary given names				
If the person compensated is not an indiv	idual, provide the following in	ormation.						
Full legal name of non-ir	ndividual RBC Dominion	Securities Inc.						
Firm NRD	number 3 1	6 0	(if appl	icable)				
Indicate whether the person compensated	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves							
b) Business contact information								
If a firm NRD number is not provided in I	tem 8 (a), provide the business	contact information of th	he person being corr	npensated.				
Street address								
Municipality			Province/State					
Country		Posta	al code/Zip code					
Email address		Tel	lephone number					
c) Relationship to issuer or invest	ment fund manager							
Indicate the person's relationship with the the Instructions and the meaning of "com				nning of "connected" in Part B(2) of				
Connect with the issuer or inve				ner than an investment fund)				
Director or officer of the investr				or investment fund manager				
\checkmark None of the above				Ū.				
d) Compensation details								
Provide details of all compensation paid, o	or to be paid, to the person ide	ntified in Item 8(a) in con	nnection with the dis	tribution. Provide all amounts in				
Canadian dollars. Include cash commissio	ns, securities-based compensa	tion, gifts, discounts or ot	ther compensation. I	Do not report payments for services				
incidental to the distribution, such as cleri allocation arrangements with the director				r aetalls about, or report on, internal				
Cash commissions paid	599,400.00		Security code 1	Security code 2 Security code 3				
Value of all securities		Security codes						
distributed as compensation ⁴		-						
	arrants, options or other right							
Other compensation ⁵	Describ	9						
Total compensation paid	599,400.00							
Check box if the person will c	or may receive any deferred c	ompensation (describe th	he terms below)					
⁴ Provide the aggregate value of all secu	rities distributed as compensa	tion, <u>excluding</u> options,	warrants or other rig	ghts exercisable to acquire				
additional securities of the issuer. Indica rights exercisable to acquire additional s	te the security codes for all se							
⁵ Do not include deferred compensation.								

a) Name of person compe	ensated and registration	on status						
Indicate whether the person com	pensated is a registrant.		No No	\checkmark	Yes			
If the person compensated is an	individual, provide the no	me of the indivi	dual.					
Full legal name of individ	dual							
	Family	name	Firs	st given na	ame	Seco	ndary given names] ;
If the person compensated is not	an individual, provide th	e following infor	mation.					
Full legal name of	of non-individual CIB	C World Mark	ets Inc.					
Fir	m NRD number 3	8 5	0		(if a	pplicable)		
Indicate whether the person com	pensated facilitated the o	listribution throu	igh a funding por	tal or an	internet-base	ed portal.	✓ No	Yes
b) Business contact information								
If a firm NRD number is not prov	ided in Item 8 (a), provid	e the business co	ontact information	n of the p	person being o	compensated.		
Street address								
Municipality				Р	rovince/Stat	e		
Country] F	Postal c	ode/Zip cod	e		
Email address				Telep	hone numb	er		
c) Relationship to issuer o	r investment fund ma	nager	<u>,</u>			<u></u>		J
	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.							
Connect with the issue	r or investment fund ma	nager		Insider	of the issuer	other than an	investment fund)
Director or officer of the	e investment fund or inve	estment fund m	anager	Employ	ee of the issu	er or investme	ent fund manage	r
None of the above								
d) Compensation details								
Provide details of all compensatic Canadian dollars. Include cash co incidental to the distribution, such allocation arrangements with the	mmissions, securities-ba n as clerical, printing, leg	sed compensatic al or accounting	on, gifts, discounts services. An issue	or other r is not r	compensatio equired to asl	n. Do not repo	rt payments for s	ervices
Cash commissions paid	455,544.00)			Security code 2	Security co	ode 2 Security of	ode 3
Value of all securities distributed as compensation] :	Security codes					
	rms of warrants, options	_ or other rights						
Other compensation	5	Describe						
Total compensation pai	d 455,544.00)]
Check box if the pers	son will or may receive a	」 ny deferred cor	npensation (desc	ribe the	terms below)			
⁴ Provide the aggregate value of additional securities of the issue rights exercisable to acquire add ⁵ Do not include deferred compe	er. Indicate the security c ditional securities of the l	odes for all sec						'er

a) Name of person compensate	d and registration	status							
Indicate whether the person compensat	ed is a registrant.		No No	\checkmark	Yes				
If the person compensated is an individ	ual, provide the name	of the indivia	lual.						
Full legal name of individual									
	Family na	me	F	ïrst given n	ame	I	Seconda	ary given na	mes
If the person compensated is not an inc	ividual, provide the fo	ollowing inforr	nation.						
Full legal name of non	individual Scotia	Capital Inc.							
Firm NR	D number 3	4 6	0			(if appli	cable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves									
b) Business contact information	b) Business contact information								
If a firm NRD number is not provided in	ltem 8 (a), provide th	ne business co	ntact informati	ion of the p	person be	ing com	pensated.		
Street address									
Municipality				Р	rovince/	State			
Country				Postal c	ode/Zip	code			
Email address				Telep	hone nu	Imber			
c) Relationship to issuer or inve	stment fund manag	ger							
Indicate the person's relationship with t the Instructions and the meaning of "cc							ning of "conn	ected" in F	art B(2) of
Connect with the issuer or inv				_	-		er than an inv	vestment f	und)
Director or officer of the inves	-		nager				r investment		,
None of the above									
d) Compensation details									
Provide details of all compensation paid Canadian dollars. Include cash commiss incidental to the distribution, such as cle allocation arrangements with the direct	ions, securities-based rical, printing, legal o	compensation r accounting s	n, gifts, discoun services. An issi	ts or other Jer is not r	compens required to	sation. D o ask for	o not report p	oayments †	for services
Cash commissions paid	455,544.00				Security co	ode 1	Security code	2 Secur	ity code 3
Value of all securities		s	ecurity codes						
distributed as compensation ⁴	warrants, options or	other rights							
Other compensation ⁵		Describe							
Total compensation paid	455,544.00								
Check box if the person wi		deferred com	pensation (des	scribe the	terms bel	low)			
⁴ Provide the aggregate value of all sec additional securities of the issuer. Indi rights exercisable to acquire additiona ⁵ Do not include deferred compensational	cate the security code I securities of the issu	es for all secu							

a) Name of person compe	ensated and registration	on status						
Indicate whether the person com	pensated is a registrant.		No No	\checkmark	Yes			
If the person compensated is an	individual, provide the na	me of the indivi	dual.					
Full legal name of indivi	dual							
	Family	name	First given name Secondary given names				nes	
If the person compensated is not	an individual, provide th	e following infor	mation.					
Full legal name of	of non-individual BMC) Nesbitt Burn	is Inc.					
Fir	m NRD number 2	5 8	0		(if a	oplicable)		
Indicate whether the person com	pensated facilitated the c	listribution throu	ıgh a funding por	tal or an	internet-base	d portal.	✓ No	Yes
b) Business contact inform	nation							
If a firm NRD number is not prov	vided in Item 8 (a), provid	e the business co	ontact information	n of the p	person being c	ompensated.		
Street address								
Municipality				Pi	rovince/Stat	e		
Country			_ F	Postal c	ode/Zip cod	e		
Email address]	Telepl	hone numbe	er 🗌		
c) Relationship to issuer c	or investment fund ma	nager	J					
Indicate the person's relationship the Instructions and the meaning							nnected" in Po	art B(2) of
Connect with the issue	r or investment fund ma	nager		Insider o	of the issuer (other than an	investment fu	nd)
Director or officer of th	e investment fund or inve	estment fund ma	anager	Employe	ee of the issu	er or investme	ent fund mana	ger
✓ None of the above								
d) Compensation details								
Provide details of all compensation Canadian dollars. Include cash co incidental to the distribution, such allocation arrangements with the	ommissions, securities-bas h as clerical, printing, lege	ed compensatio al or accounting	n, gifts, discounts services. An issue	or other r is not re	compensation equired to ask	n. Do not repoi	rt payments fo	or services
Cash commissions pair	d 143,856.00			:	Security code 1	Security co	ode 2 Securi	ty code 3
Value of all securities distributed as compensation			Security codes					
	rms of warrants, options	or other rights						
Other compensation	5	Describe						
Total compensation pai	d 143,856.00]
Check box if the pers	son will or may receive a	」 ny deferred con	npensation (desc	ribe the t	terms below)			
⁴ Provide the aggregate value of additional securities of the issue rights exercisable to acquire ad ⁵ Do not include deferred compe	er. Indicate the security c ditional securities of the l	odes for all sect	on, <u>excluding</u> opti urities distributed	ions, war as comp	rrants or other pensation, <u>inc</u>	rights exercis luding options	sable to acqui s, warrants or	re other

a) Name of person compense	ated and registration	n status								
Indicate whether the person compen	sated is a registrant.		🗌 No	\checkmark	Yes					
If the person compensated is an indi	vidual, provide the nar	ne of the indivi	dual.							
Full legal name of individua	1									
	Family	name	Fir	st given n	ame	I	Seco	ndary give	n names	;
If the person compensated is not an	individual, provide the	following infor	mation.							
Full legal name of n	on-individual Natio	nal Bank Fin	ancial Inc.							
Firm 1	NRD number 5	0 9	4 0			(if appli	cable)			
Indicate whether the person compen	sated facilitated the di	stribution throu	igh a funding poi	tal or an	internet	t-based p	ortal.	\checkmark	No 🗌	Yes
b) Business contact informati	on									
If a firm NRD number is not provided	d in Item 8 (a), provide	the business co	ontact informatio	n of the _l	person b	eing com	pensated.			
Street address										
Municipality				Р	rovince	/State				
Country				Postal c	ode/Zip	o code				
Email address				Telep	hone n	umber				
c) Relationship to issuer or in	vestment fund man	ager								
Indicate the person's relationship with the Instructions and the meaning of							ning of "co	nnected"	in Part	B(2) of
Connect with the issuer or				-	-		er than an	investme	ent fund))
Director or officer of the in	vestment fund or inve	stment fund ma	anager	Employ	ee of the	e issuer c	or investme	ent fund r	nanage	r
✓ None of the above										
d) Compensation details										
Provide details of all compensation p Canadian dollars. Include cash comm incidental to the distribution, such as allocation arrangements with the dim	nissions, securities-base clerical, printing, lega	ed compensatio	n, gifts, discounts services. An issue	s or other er is not r	r comper required	nsation. D to ask for	o not repo	rt payme	nts for s	ervices
Cash commissions paid	71,928.00				Security	code 1	Security co	de 2 S	ecurity c	ode 3
Value of all securities			Security codes							
distributed as compensation ⁴	of warrants, options of	or other rights								
Other compensation ⁵		Describe								
Total compensation paid	71,928.00									
Check box if the person		y deferred con	npensation (desc	ribe the	terms be	elow)				
		-	· 、、			,				
⁴ Provide the aggregate value of all additional securities of the issuer. In rights exercisable to acquire addition ⁵ Do not include deferred compensa	ndicate the security co onal securities of the is	des for all secu								er

a) Name of person compensated a	nd registration status			
Indicate whether the person compensated i	s a registrant.	No 🗸	Yes	
If the person compensated is an individual,	provide the name of the indive	idual.		
Full legal name of individual				
	Family name	First given r	name	Secondary given names
If the person compensated is not an individ	ual, provide the following info	rmation.		
Full legal name of non-ind	ividual Wells Fargo Secu	rities Canada, Ltd.		
Firm NRD n	umber 3 2 4	5 0	(if applie	cable)
Indicate whether the person compensated f	acilitated the distribution through	ugh a funding portal or a	n internet-based po	ortal. 🖌 No 🗌 Yes
b) Business contact information				
If a firm NRD number is not provided in Iter	n 8 (a), provide the business c	ontact information of the	person being com	pensated.
Street address				
Municipality		F	Province/State	
Country		Postal	code/Zip code	
Email address		_ Tele	phone number	
c) Relationship to issuer or investm	ent fund manager	<u></u>		
Indicate the person's relationship with the i the Instructions and the meaning of "contro				ning of "connected" in Part B(2) of
Connect with the issuer or invest		· · · _ ·	-	er than an investment fund)
Director or officer of the investme	ent fund or investment fund m	anager 🗌 Employ	yee of the issuer o	r investment fund manager
None of the above		_		
d) Compensation details				
Provide details of all compensation paid, or Canadian dollars. Include cash commissions incidental to the distribution, such as clerica allocation arrangements with the directors,	, securities-based compensation l, printing, legal or accounting	on, gifts, discounts or othe services. An issuer is not	er compensation. De required to ask for	o not report payments for services
Cash commissions paid	71,928.00	[Security code 1	Security code 2 Security code 3
Value of all securities		Security codes		
distributed as compensation ⁴	rants, options or other rights			
Other compensation ⁵	Describe			
Total compensation paid	71,928.00			
Check box if the person will or	 may receive any deferred cor	npensation (describe the	e terms below)	
⁴ Provide the aggregate value of all securit additional securities of the issuer. Indicate rights exercisable to acquire additional sec ⁵ Do not include deferred compensation.	the security codes for all sec			

ITEM 9 - DIRECTORS, EXECU	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	UER					
If the issuer is an investment fun	d, do not complete	Item 9. Procced to	Item 10.						
Indicate whether the issuer is any o	f the following (sele	ct the one that applie	es - if more than one	applies, select on	ly one).				
Reporting issuer in any juris	sdiction of Canada								
Foreign public issuer									
Wholly owned subsidiary of	a reporting issuer i	in any jurisdiction of	Canada ⁶						
Provide name of reporting issuer									
Wholly owned subsidiary of a foreign public issuer ⁶									
Provide name of foreign public issuer									
Issuer distributing only eligi	ble foreign securitie	es and the distributio	n is to permitted clie	nts only7				_	
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (a	c). Proceed to Item i	10.					
⁶ An issuer is a wholly owned subsic securities that are required by law to respectively. ⁷ Check this box if it applies to the co clients. Refer to the definitions of "e	o be owned by its d urrent distribution e	irectors, are benefic ven if the issuer mad	ially owned by the re	porting issuer or	the foreign	public is	suer,		
✓ If the issuer is none of the	above, check this	box and complete	ltem 9(a) - (c).						
a) Directors, executive officer	s and promoters	of the issuer							
Provide the following information for territory; otherwise state the country						state the	province	or	
Organization or company name	Family name	First given name	Secondary given	Business location of non-individual or residentail			lationship to issuer elect all that apply)		
				Province or	country	D	0	Р	
	Connor	Kirby		Ontario 🗸					
	Jeans	Upton		Ontario		✓	✓		
	Sharp	Christine	Α.	Ontario 🗸					
	Simmons	Jonathan		Ontario 🗸		✓			
	Weening	Brandon		Ontario			✓		
	Wong	Catherine		Ontario			✓		
b) Promoter information									
If the promoter listed above is not ar within Canada, state the province or									
Organization or company name	Family name	First given name	Secondary given names			ationship to promoter one or both if applicable)			
				Province or D			0		

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, director or agent 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 be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report 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.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	OMERS Finance Trust					
Full legal name	Weening					
	Family name	First given name	Secondary given names			
Title	Title Vice President, Finance & Operations					
Telephone number	Telephone number 4163693677		bweening@omers.com			
Signature /s/ "Brandon Weening", solely on behalf of the issuer and without persona liability		Date	2019 05 23 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	Lizotte	Angela			Title	Securities Law Clerk
	Family name	First given name	Secondary	given names		
Name of company	McCarthy Tétrault LLP					
Telephone number	4166017875		Email address	alizotte@mo	ccarthy.ca	a

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.