SI# 272735-2 Form 45-106F1 Report of Exempt Distribution (Investment fund issuer) \$46,325,729 IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT Dec 29,2017

ITEM 1 – REPORT TYPE

✓ New report

Amended report

If amended, provide Submission ID of report that is being amended:

(Example: EDR1234567890-123)

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

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

RP Debt Opportunities Fund Trust

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

www.rpia.ca

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

lf an underwriter is completing Full legal name	g the report, provide the underwriter's	full legal name and firm National I	Registration Database (NRD) number.	
Does the Underwriter's Firm h	ave an NRD Number? Firm N	IRD number	he underwriter.	
Street address	Municipality	Province/State	Postal/ZIP code	•
Country	Telephone number	Website (if applicable)]	



ITEM 6 - INVESTMENT FUND IS	SUER INFORMATION		
a) investment fund manager informat	tion		
Full legal name		3	
RP Investment Advisors LP			
Does the Manager's Firm have an NRD N	umber? Firm NRD	number	
No 🗸 Yes	57590		
If the investment fund manager does not			nation of the investment fund manager.
Street address	Municipality	Province/State	Postal/ZiP code
		Marketter (Kennetter)	
Country	Telephone number	Website (if applicable)	
b) Type of investment fund			
Type of investment fund that most accurate Money Market	ately identifies the issuer (selection of the selection o	ct only one).	
Balanced Alternative	strategies 🗌 Other (describe	a):	
Indicate whether any of the following applet \checkmark Invests primarily in other investment fu	Taxana and		
¹ Undertaking for the Collective Investmen directives that allow collective investmen			nt funds regulated by the European Union (EU) authorization from one member state.
c) Date of formation and financial year	ar-end of the investment fur	Id	
Date of formation	Financial year-end		
2011-03-11	12-31		
d) Reporting issuer status of the invest	stment fund		
Is the investment fund a reporting issuer . Viology Ves	in any jurisdiction of Canada?		
If yes, select the jurisdictions of Canada	in which the investment fund is		
NS NU ON PE	Пас Пак Пу	т	
e) Public listing status of the investm	ent fund		
Does the investment fund have a CUSIP ✓ No □ Yes		(provide first 6 digits only)	
If the investment fund is publicly listed, p for which the investment fund has applied Exchange names:		•	sted. Include only the names of exchanges ated trading systems.
✓ Not Applicable To	ronto Stock Exchange	TSX Venture Exchange	Canadian Securities Exchange
	ronto Stock Exchange		Euronext
Acquitas Neo Exchange			
Aequitas Neo Exchange	ustralian Securities Exchange	Deutsche Boerse	
Aequitas Neo Exchange	ustralian Securities Exchange	Deutsche Boerse	Euronext Shanghai Stock Exchange
Aequitas Neo Exchange Au London Stock Exchange Na Shenzhen Stock Exchange St	ustralian Securities Exchange asdaq ock Exchange Of Hong Kong	Deutsche Boerse	Euronext Shanghai Stock Exchange
Aequitas Neo Exchange Au London Stock Exchange Na Shenzhen Stock Exchange St If other, describe: 1 Net asset value (NAV) of the invest Select the NAV range of the investment	ustralian Securities Exchange asdaq ock Exchange Of Hong Kong ment fund	Deutsche Boerse New York Stock Exchange Tokyo Stock Exchange	Euronext Shanghai Stock Exchange OTHER

the second s	ION ABOUT THE	DISTRIBUTI	ΙΌΝ:			
an issuer located outside irchasers resident in that ould be disclosed in Iten	t jurisdiction of Canada	only. Do not inc	clude in Item 7 secur	ities issued as paym	ent of commissions or	finder's fees, which
) Currency						
elect the currency or curr Canadian dollar 🗹 US			ade. All dollar amoun	ts provided in the rep	oort must be in Canadi	an dollars.
) Distribution date(s)						
ate the distribution start ate as both the start and e distribution period cove art Date 017-01-03	end dates. If the report					
) Detailed purchaser ir	formation					
omplete <u>Schedule 1</u> of 1 TOR01 -#726243	this form for each pure					
) Types of securities di	stributed					
rovide the following infor structions for how to ind aing distributed.						
Secu	rity	CUSIP	Number of	Single or lowest	TRANSFER STREET, STREE	Total amount
cod		number	securities	price	Highest price	
UN Description of security:	IT Jnits		50,181,166.5100	10.0000	13.6500	525,721,407.8800
e) Details of rights and	convertible/exchange					
ecurities were distributed	, options) were distribut , provide the conversior	ed, provide the n ratio and desc	exercise price and e cribe any other terms	xpiry date for each ri for each convertible	ght. If any convertible/ /exchangeable securit;	exchangeable Y.
O Not Applicable Security Underlying	l, provide the conversion	n ratio and desc price	Expiry date	for each convertible.	ght. If any convertible// /exchangeable security /exchangeable security	exchangeable y.
Ont Applicable	I, provide the conversion	n ratio and desc price	cribe any other terms	for each convertible.	/exchangeable securit;	exchangeable y.
Security code	l, provide the conversion Exercise (Canadia	n ratio and desc price an \$)	Expiry date	for each convertible.	/exchangeable securit;	exchangeable y.
Security code security code Describe other terms:	I, provide the conversion	n ratio and desc price an \$) Highest	Expiry date (YYYY-MM-DD	for each convertible.	/exchangeable securit;	exchangeable y.
Security code Underlying security code Describe other terms: (if applicable) Image: Code security code Describe other terms: (if applicable) Image: Code security code Describe other terms: (if applicable) Image: Code security code security code Describe other terms: (if applicable) Image: Code security code security code Describe other terms: (if applicable) Image: Code security c	I, provide the conversion	n ratio and desc price an \$) Highest n and exemption ted and the num on in Canada for stributions to put h jurisdiction with Canada, and (ii	Expiry date (YYYY-MM-DD (YYYY-MM-DD on nber of purchasers for that distribution. H inchasers resident in here a purchaser res i) each exemption re	or each jurisdiction or owever, if an issuer lu that jurisdiction of C ides (ii) each exempt lied on in Canada, if	/exchangeable securit; Conversion ratio f Canada and foreign j ocated outside of Cana anada only. ion relied on in the juri	y. urisdiction where a ada completes a sdiction where a purcha
Security code Underlying security code Security code Underlying security code Describe other terms: (if applicable) Image: Code Summary of the distributed dollar amounchaser resides and for stribution in a jurisdiction in stable requires a sepaisides, if a purchaser resides	I, provide the conversion	n ratio and desc price an \$) Highest n and exemption ted and the num on in Canada for stributions to put h jurisdiction wh Canada, and (ii nce or territory,	Expiry date (YYYY-MM-DD (YYYY-MM-DD on nber of purchasers for that distribution. H inchasers resident in here a purchaser res i) each exemption re	or each jurisdiction or owever, if an issuer lu that jurisdiction of C ides (ii) each exempt lied on in Canada, if	/exchangeable securit; Conversion ratio f Canada and foreign j ocated outside of Cana anada only. ion relied on in the juri	y. urisdiction where a ada completes a sdiction where a purcha
curities were distributed Not Applicable Security code Underlying security code Pescribe other terms: (if applicable) Summary of the distribution in a jurisdiction instable requires a sepa sides, if a purchaser resides or jurisdictions within of of Province or country	I, provide the conversion	n ratio and desc price an \$) Highest n and exemption ted and the num on in Canada for stributions to put h jurisdiction wh Canada, and (ii nce or territory,	Expiry date (YYYY-MM-DD (YYYY-MM-DD on mber of purchasers for for that distribution. H urchasers resident in here a purchaser res i) each exemption re otherwise state cour emption relied on	or each jurisdiction or owever, if an issuer lu that jurisdiction of C ides (ii) each exempt lied on in Canada, if	/exchangeable securit; Conversion ratio f Canada and foreign j ocated outside of Cana anada only. ion relied on in the juri a purchaser resides in	y. urisdiction where a ada completes a sdiction where a purcha a foreign jurisdiction. Total amount (Canadian \$)
Accurities were distributed Not Applicable Security code Underlying security code Describe other terms: (if applicable) Image: Code Describe other terms: (if applicab	I, provide the conversion Exercise (Canadia Lowest Lowest ibution by jurisdiction in of Securities distribut each exemption relied in n of Canada, include dist rate line item for (i) each sides in a jurisdiction of Canada, state the provin NI 45-106 2.3	n ratio and desc price an \$) Highest n and exemption ted and the num on in Canada for stributions to pu canada, and (ii nce or territory, Ex	Expiry date (YYYY-MM-DD (YYYY-MM-DD))))))))))))))))))	or each jurisdiction or owever, if an issuer lu that jurisdiction of C ides (ii) each exempt lied on in Canada, if	/exchangeable securit; Conversion ratio f Canada and foreign j ocated outside of Cana anada only. ion relied on in the juri a purchaser resides in Number of purchasers	y. urisdiction where a ada completes a sdiction where a purcha a foreign jurisdiction. Total amount
Applicable Security code Underlying security code Describe other terms: (if applicable) Image: Code Summary of the distribution in a jurisdiction is tribution in a jurisdiction his table requires a sepa soides, if a purchaser resor jurisdictions within of Province or country Alberta British Columbia	Exercise (Canadia Lowest Lowes	n ratio and desc price an \$) Highest Highest ted and the num on in Canada for stributions to put h jurisdiction wh Canada, and (ii nce or territory, Ex 3 [Accredited in 3 [Accredited in	Expiry date (YYYY-MM-DD (YYYY-MM-DD))))))))))))))))))	or each jurisdiction or owever, if an issuer lu that jurisdiction of C ides (ii) each exempt lied on in Canada, if	/exchangeable securit; Conversion ratio f Canada and foreign j ocated outside of Cana anada only. ion relied on in the juri a purchaser resides in Number of purchasers 168	y. urisdiction where a ada completes a sdiction where a purcha a foreign jurisdiction. Total amount (Canadian \$) 18,537,821.2300
ecurities were distributed Not Applicable Security code Underlying security code Describe other terms: (if applicable) Image: Code State the total dollar amout urchaser resides and for listribution in a jurisdiction this table requires a separation of the esides, if a purchaser resides for jurisdictions within of the Province or	Lowest Lowest Lowest I Lowest I	n ratio and desc price an \$) Highest Highest ted and the num on in Canada for stributions to put h jurisdiction wh Canada, and (ii nce or territory, Ex 3 [Accredited in 3 [Accredited in	Expiry date (YYYY-MM-DD (YYYY-MM-DD) on mber of purchasers for that distribution. H urchasers resident in here a purchaser res i) each exemption re otherwise state cour emption relied on vestor] vestor] nount investment]	or each jurisdiction or owever, if an issuer lu that jurisdiction of C ides (ii) each exempt lied on in Canada, if	/exchangeable securit; Conversion ratio f Canada and foreign j ocated outside of Cana anada only. ion relied on in the juri a purchaser resides in Number of purchasers 168 277	y. urisdiction where a ada completes a sdiction where a purcha a foreign jurisdiction. Total amount (Canadian \$) 18,537,821.2300 39,398,696.2200

NI 45-106 2.3 [Accredited investor]

NI 45-106 2.3 [Accredited investor]

NI 45-106 2.10 [Minimum amount investment]

Nova Scotia

Nova Scotia

Northwest Territories

14

3

1

3,971,290.0000

3,024,288.9700

8,000,000.0000

Ontario	NI 45-106 2.3 [Accredited investor]	1,854	375,305,693.3300
Ontario	NI 45-106 2.10 [Minimum amount investment]	17	5,772,967.2500
Quebec	NI 45-106 2.3 [Accredited investor]	114	48,545,138.8400
Quebec	NI 45-106 2.10 [Minimum amount investment]	4	900,000.0000
Saskatchewan	NI 45-106 2.3 [Accredited investor]	11	2,361,800.0000
United States	NI 45-106 2.3 [Accredited investor]	9	1,359,901.0300
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	26,065.2000
	Total doilar amount of securities of	listributed	525,721,407.8740
	Total number of unique purchasers ²	2327	

² 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 resides³ 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 \$)
Alberta	17,707,452.0100
British Columbia	39,628,277.0600
Manitoba	11,220,712.5000
New Brunswick	355,237.5900
Nova Scotia	6,995,578.9700
Northwest Territories	8,000,000.0000
Ontario	315,925,153.3600
Quebec	40,518,564.9000
Saskatchewan	2,040,038.7900
United Kingdom	26,065.2000
United States	1,193,084.9700
Total net proceeds to the investme	nt fund 443,610,165.3500

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.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

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.

Not Applicable

	Description	Date of document or other material	Previously filed with or delivered to regulator?	THE PARTY AND SECOND AND AND ADDRESS OF A CONTRACTORY AND ADDRESS OF A CONTRACTORY ADDRESS OF A	Filename
1.	Offering memorandum	2017-01-03	VY □N	GEN1516913955996-4	
	Delivered pursuant to Part 5 of OSC Rule 45-50				2

ITEM 8 - COMPENSATION	INFORMATIO	N				
Provide information for each person connection with the distribution. Co						
Indicate whether any compensation	n was paid, or will	be paid, in connecti	ion with the dist	ribution.		
PERSON 1						
a) Name of person compensate	d and registratio	n status				
Indicate whether the person compo No I Yes	ensated is a registi	rant.				
If the person compensated is an in	dividual, provide tł	ne full legal name of				
Family name	First give	en name	Second	ary given names		
little name componented is not a		to the following info	rmotion			
If the person compensated is not a Full legal name of non-individual	n maividual, provid	ie the following info	rmauon.	Firm NRD number	(if applicable)	
GMP SECURITIES L.P.				21980		
Indicate whether the person compo No Ves	ensated facilitated	the distribution thro	ough a funding p	ortal or an interne	t-based portal.	
b) Business contact information	n					
If a firm NRD number is not provid	led in Item 8(a), pr	ovide the business	contact informa	tion of the person	being compensated.	
Street address	Municipa	ality	Province/Sta	e	Postal/ZIP code	
Country	Telephor	ne number	Email addres	.s		
•						
c) Relationship to issuer or inv	estment fund ma	nager				
Indicate the person's relationship Part B(2) of the Instructions and th Connected with the issuer or in-	ne meaning of "cor	trol" in section 1.4	of NI 45-106 foi	the purposes of c	•	
linsider of the issuer (other than	an investment fun	d)	V None	of the above		
Director or officer of the investment	ent fund or investr	nent fund manager				
d) Compensation details	Self March 19					
Provide details of all compensation in Canadian dollars. Include cash for services incidental to the distri about, or report on, internal alloca	commissions, sec bution, such as cle tion arrangements	urities-based compo prical, printing, lega	ensation, gifts, I or accounting	discounts or other services. An issue	compensation. Do not or is not required to asl	t report payments k for details
Cash commissions paid	15,404.8100					
Value of all securities		Security code1		curity code2	Security code	3
compensation ⁴		Describe terms of	warrants, optior	is or other rights	<u> </u>	
□ Other compensation ⁵		Describe				
Totai compensation Paid	15,404.8100	L				
Check box if the person will or	may receive any o	deferred compensat	tion (describe th	e terms below)		

ERSON 2	ation.		K. Paralana			
a) Name of person compensated	d and registratio	n status				
ndicate whether the person compe	ensated is a regist	rant.				
f the person compensated is an inc	5.	•				
Family name	First give		Secon	dary given names		
f the person compensated is not an full legal name of non-individual	n individual, provid	de the following inf	formation.	Firm NRD number <i>(if a</i>	pplicable)	
ndicate whether the person compe	ensated facilitated	the distribution thr	rough a funding		ed portal.	
b) Business contact information						
f a firm NRD number is not provide Street address	ed in Item 8(a), pr Municip		s contact inform Province/Sta	•	g compensated. Postai/ZIP code	
Country	Telenho	ne number	Email addre			
c) Relationship to issuer or inve	estment fund ma	nager				
Connected with the issuer or inv Insider of the issuer (other than Director or officer of the investm	an investment fun	d)	✓ Non	loyee of the issuer or in e of the above	vestment fund manager	
d) Compensation details						
Provide details of all compensation in Canadian dollars. Include cash of for services incidental to the distrik	commissions, sec oution, such as cle	urities-based comp erical, printing, leg	pensation, gifts, al or accounting	discounts or other com services. An issuer is r	pensation. Do not report	payments ails
bout, or report on, internal anooat	16,198.9500					
✓ Cash commissions paid		Security code1	l Se	curity code2	Security code3	
·		Describe terms of		· · · · · · · · · · · · · · · · · · ·		
✓ Cash commissions paid Value of all securities distributed as		, ·		· · · · · · · · · · · · · · · · · · ·		
 ✓ Cash commissions paid ✓ Value of all securities ✓ distributed as compensation ⁴ 		Describe terms of		· · · · · · · · · · · · · · · · · · ·		
Cash commissions paid Value of all securities distributed as compensation ⁴	16,198.9500	Describe terms of Describe		· · · · · · · · · · · · · · · · · · ·		
Cash commissions paid Value of all securities distributed as compensation ⁴ Other compensation ⁵		Describe terms of Describe	f warrants, optic	ins or other rights		

⁵ Do not include deferred compensation.

• Do not include deferred compens	auon.					
PERSON 3			a share at			
a) Name of person compensate	d and registratio	n status				
Indicate whether the person comp No 🖌 Yes	ensated is a regist	rant.				
If the person compensated is an in	dividual, provide ti	he full legal nam	e of the individual.			
Family name	First give	en name	Seconda	ry given names		
			l			
If the person compensated is not a Full legal name of non-individual	in individual, provid	de the following		Firm NRD number (if	applicable)	
NATIONAL BANK FINANCIAL INC				1960		
Indicate whether the person comp No Ves	ensated facilitated	the distribution	through a funding po	ortal or an internet-ba	sed portal.	
b) Business contact Information	n					
If a firm NRD number is not provid	led in Item 8(a), pr	ovide the busine	ess contact informat	ion of the person bei	ng compensated.	
Street address	Municip	ality	Province/State	•	Postal/ZIP code	
Country	Talanha	ne number	Email address			
Country	Telepho	ne number		,		
c) Relationship to issuer or inv	estment fund ma	nacior				1
Part B(2) of the Instructions and the Connected with the issuer or in Insider of the issuer (other than Director or officer of the investment)	vestment fund mar an investment fun	nager d)	Empio		oleting this section. nvestment fund manager	
d) Compensation details						
Provide details of all compensatio in Canadian dollars. Include cash for services incidental to the distri about, or report on, internal alloca	commissions, sec bution, such as cle	urities-based co erical, printing, l	mpensation, gifts, c egal or accounting s	iscounts or other con ervices. An issuer is	npensation. Do not report pay not required to ask for details	ments
✓ Cash commissions paid	20,975.5700	ь П				
Value of all securities		Security code1	Seci	urity code2	Security code3	
└─┘ distributed as compensation ⁴		Describe terms	of warrants, option	s or other rights		on. Do not report payments ired to ask for details ensated by the issuer.
Other compensation ⁵		Describe			······································	
Totai compensation Pald	20,975.5700					
Check box if the person will or	may receive any	deferred compe	nsation (describe the	e terms below)		
⁴ Provide the aggregate value of a securities of the issuer. Indicate to to acquire additional securities of	he security codes	uted as compen for all securities	sation, excluding op distributed as comp	tions, warrants or oti pensation, including o	ner rights exercisable to acquir options, warrants or other right	re additional ts exercisable
⁵ Do not include deferred compen			The second			2
PERSON 4	State Black	and the second		e. au : É Mare	mathering and the fit	to entruster of the

5 0

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.	
If the person compensated is an individual, provide the full legal name of the individual. Family name First given name Secondary given names	
If the person compensated is not an individual, provide the following information.	
Full legal name of non-individual Firm NRD number (if applicable)	
SCOTIA CAPITAL INC. 3460	
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.	
b) Business contact information	
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.	
Street address Municipality Province/State Postal/ZIP code	
Country Telephone number Email address	
c) Relationship to issuer or investment fund manager	
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.	
☐ Insider of the issuer (other than an investment fund)	
Director or officer of the investment fund or investment fund manager	
d) Compensation details	
	TPELFORAC
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.	
Cash commissions paid 7,930.0900	
Value of all securities Security code1 Security code2 Security code3	
distributed as compensation ⁴ Describe terms of warrants, options or other rights	
Other compensation ⁵ Describe	
Total compensation Paid 7,930.0900	
Check box if the person will or may receive any deferred compensation (describe the terms below)	
⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional	
securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable	e
⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.	e
securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.	e
securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.	e
securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation. PERSON 5	θ

Family name

First given name

Family name	First given name	Seco	ndary given names		
If the norman componented is not on it					
If the person compensated is not an in Full legal name of non-individual	iaiviauai, provide the toil	owing information.	Firm NRD number (if	applicable)	
BMO NESBITT BURNS INC.			2580		
Indicate whether the person compens	ated facilitated the distrib	pution through a funding	g portal or an internet-ba	ised portal.	
b) Business contact information					
If a firm NRD number is not provided Street address	in Item 8(a), provide the Municipality	business contact inform Province/S		ng compensated. Postal/ZIP code	
Country	Telephone numbe	r Email addr	ess		
c) Relationship to issuer or invest	ment fund manager				
Indicate the person's relationship with Part B(2) of the Instructions and the r Connected with the issuer or inves	neaning of "control" in se tment fund manager	ection 1.4 of NI 45-106	for the purposes of com	the meaning of "connected" i pleting this section. nvestment fund manager	in
Director or officer of the investment	t fund or investment fund	manager			
d) Compensation details					
Provide details of all compensation p	aid, or to be paid, to the	person identified in Iten	n 8(a) in connection with	the distribution. Provide all	amounts
in Canadian dollars. Include cash cor for services incidental to the distribut about, or report on, internal allocation	nmissions, securities-ba ion, such as clerical, prir	sed compensation, gifts ting, legal or accountin	s, discounts or other cor g services. An issuer is	npensation. Do not report pa not required to ask for deta	ayments ils
✓ Cash commissions paid	21,210.3900				
Value of all securities distributed as compensation ⁴	Security Describe	code1 S terms of warrants, opti	ecurity code2	Security code3	
Other compensation ⁵	Describe				
					-
Total compensation Paid	21,210.3900				
Check box if the person will or ma		ompensation (describe	the terms below)		
. Check box in the person will of the					
⁴ Provide the aggregate value of all s securities of the issuer. Indicate the to acquire additional securities of the	security codes for all sec				
⁵ Do not include deferred compensati	on.				in the second
PERSON 6					
a) Name of person compensated	and registration status				
Indicate whether the person compens	sated is a registrant.				
If the person compensated is an indiv	vidual, provide the full leg				
Family name	First given name	Seco	ndary given names		
If the person compensated is not an i Full legal name of non-individual	ndividual, provide the fol	owing information.	Firm NRD number <i>(if</i>	f applicable)	

RBC DOMINION SECURITIES IN				3160				
ndicate whether the person comp No 🗸 Yes	oensated facilitated	the distribution thro	ough a fundi	ng portal or an inter	met-based	portal.		
b) Business contact information	on							
f a firm NRD number is not provi	ded in Item 8(a), pr	ovide the business	s contact info	rmation of the pers	on being c	ompensated.		
Street address	Municipa	ality	Province	State	Pos	tal/ZIP code		
Country	Telephor	ne number	Email ad	lress				
		varues calculate destin		Contract Address lating and 20 hours				
c) Relationship to issuer or in	vestment fund ma	nager			and the second			
ndicate the person's relationship Part B(2) of the Instructions and t Connected with the issuer or ir Insider of the issuer (other than Director or officer of the investr	the meaning of "cor nvestment fund mar n an investment fun	ntrol" in section 1.4 nager d)	of NI 45-100 □ E ☑ N		of completii	ng this section.		
d) Compensation details					6.11.1			Sinel Cons
Provide details of all compensation n Canadian dollars. Include cash or services incidental to the distr about, or report on, internal alloca	h commissions, sec ribution, such as cle	urities-based comp erical, printing, lega	pensation, gi al or account	ts, discounts or othing services. An iss	ner comper suer is not	sation. Do not re required to ask fo	port payme or details	
Cash commissions paid	53,664.9500							
Value of all securities		Security code1		Security code2		Security code3		1
→ distributed as compensation ⁴		Describe terms of	warrants, op	tions or other rights	s			
Other compensation ⁵		Describe						
Total compensation Paid	53,664.9500							
Check box if the person will o	or may receive any o	deferred compensa	tion (describ	e the terms below)				
Provide the aggregate value of a								
securities of the issuer. Indicate i o acquire additional securities of				ompensation, men				
securities of the issuer. Indicate to o acquire additional securities of Do not include deferred comper				ompensation, inclu				
securities of the issuer. Indicate to o acquire additional securities of Do not include deferred comper				ompensation, inclu				ta sa
securities of the issuer. Indicate to o acquire additional securities of Do not include deferred comper	nsation.	on status		ompensation, inclu				
securities of the issuer. Indicate to o acquire additional securities of ⁵ Do not include deferred comper PERSON 7	nsation. ted and registratic			onpensalion, inclu				
securities of the issuer. Indicate to o acquire additional securities of Do not include deferred comper- PERSÓN 7 a) Name of person compensate Indicate whether the person com, No I Yes If the person compensated is an	nsation. ted and registratic pensated is a regist individual, provide t	trant. the full legal name of	of the individ	ual.				
securities of the issuer. Indicate to o acquire additional securities of Do not include deferred comper- PERSÓN 7 a) Name of person compensate Indicate whether the person com, No I Yes If the person compensated is an	nsation. ted and registratic pensated is a regist individual, provide t	trant.	of the individ			7		
securities of the issuer. Indicate to o acquire additional securities of Do not include deferred comper- PERSÓN 7 a) Name of person compensat Indicate whether the person com	nsation. ted and registratic pensated is a regist individual, provide t First giv	trant. the full legal name o ren name	of the individ	ual.	25] licable)		
securities of the issuer. Indicate to o acquire additional securities of Do not include deferred comper- PERSÓN 7 a) Name of person compensate indicate whether the person com No I Yes if the person compensated is an family name	nsation. ted and registratic pensated is a regist individual, provide t First giv	trant. the full legal name o ren name	of the individ	ual. ondary given name	25] licable)		

	ped in item 8(a), pr	ovide the busines	s contact info	mation of the perso	n being compensated.	
treet address	Municipa	ality	Province/	State	Postal/ZIP code	
ountry	Telephor	ne number	Email add	ress		
Mar N.L. K	155 PE 014 BEPERD	2000 **228-242 - 466.	10/04	The Aller Particular		Service and a second service
Relationship to issuer or inv	estment fund ma	nager	n i Nai	and the second second		
dicate the person's relationship art B(2) of the Instructions and the Connected with the issuer or in Insider of the issuer (other than Director or officer of the investme	he meaning of "cor avestment fund mar an investment fun	ntrol" in section 1.4 nager d)	4 of NI 45-106	for the purposes of	er to the meaning of "co. completing this section r or investment fund ma).
) Compensation details						
ovide details of all compensatio Canadian dollars. Include cash services incidental to the distri out, or report on, internal alloca Cash commissions paid	commissions, sec ibution, such as cle	urities-based com erical, printing, leg	pensation, gif al or accounti	s, discounts or othe ng services. An issu	r compensation. Do no er is not required to as	t report payments k for details
Value of all securities		Security code1		Security code2	Security code	3
distributed as		, r		tions or other rights		LJ
compensation ⁴				5) 61 - 1 <u>359 - 547 - 547</u>		
Other compensation ⁵		Describe				
L						
Totai compensation Paid	20,690.9600					
		deferred compensations	ation (describe	the terms below)		
Check box if the person will or	r may receive any o					
Check box if the person will o	r may receive any o					
Check box if the person will o	r may receive any o					
Check box if the person will o	r may receive any o					
Provide the aggregate value of a	all securities distrib	uted as compensa	ation, excludin	g options, warrants o		
Provide the aggregate value of a curities of the issuer. Indicate the	all securities distrib he security codes i	uted as compensa	ation, excludin	g options, warrants o		
Provide the aggregate value of a curities of the issuer. Indicate the acquire additional securities of	all securities distrib he security codes i f the issuer.	uted as compensa	ation, excludin	g options, warrants o		
Provide the aggregate value of a socurities of the issuer. Indicate to acquire additional securities of Do not include deferred compen	all securities distrib he security codes i f the issuer.	uted as compensa	ation, excludin	g options, warrants o		
Provide the aggregate value of a socurities of the issuer. Indicate the acquire additional securities of Do not include deferred compen- ERSON 8	all securities distrib he security codes t the issuer. sation.	uted as compensa for all securities di	ation, excludin	g options, warrants o		
Provide the aggregate value of a ecurities of the issuer. Indicate the acquire additional securities of Do not include deferred compen- ERSON 8	all securities distrib he security codes t the issuer. sation.	uted as compensa for all securities di	ation, excludin	g options, warrants o		
Check box if the person will on Provide the aggregate value of a ecurities of the issuer. Indicate the o acquire additional securities of Do not include deferred compen- ERSON 8 a) Name of person compensat indicate whether the person comp No VYes	all securities distrib he security codes t the issuer. sation. ted and registratio	uted as compensa for all securities di on status	ation, excludin	g options, warrants o		
Provide the aggregate value of a ecurities of the issuer. Indicate the o acquire additional securities of Do not include deferred compen- ERSON 8 a) Name of person compensate andicate whether the person comp	all securities distrib the security codes i the issuer. sation. Sed and registratic pensated is a regist	uted as compensa for all securities di on status . trant.	ation, excludin istributed as c	g options, warrants o ompensation, includ		
Provide the aggregate value of a acquire additional securities of Do not include deferred compen- ERSON 8 IN Name of person compensate dicate whether the person comp No V Yes the person compensated is an in	all securities distrib the security codes to the issuer. Isation. Sed and registration bensated is a regist individual, provide to	uted as compensa for all securities di on status . trant.	ation, excludin istributed as c	g options, warrants o ompensation, includ	ling options, warrants o	
Provide the aggregate value of a acquire additional securities of Do not include deferred compen- ERSON 8 IN Name of person compensate dicate whether the person comp No V Yes the person compensated is an in	all securities distrib the security codes to the issuer. Isation. Sed and registration bensated is a regist individual, provide to	uted as compensa for all securities di on status trant.	ation, excludin istributed as c	g options, warrants o ompensation, includ	ling options, warrants o	
Provide the aggregate value of a accurities of the issuer. Indicate the acquire additional securities of Do not include deferred compen- ERSON 8) Name of person compensate dicate whether the person compen-] No [] Yes the person compensated is an in- amily name the person compensated is not	all securities distrib the security codes i the issuer. Isation. Sed and registratic bensated is a regist individual, provide t First giv	uted as compensa for all securities di on status trant. the full legal name ren name	ation, excludin istributed as c of the individ Sec	g options, warrants o ompensation, includ Jal. ondary given names	ling options, warrants o	
Provide the aggregate value of a socurities of the issuer. Indicate the acquire additional securities of Do not include deferred compen- ERSON 8) Name of person compensate dicate whether the person comp] No [] Yes the person compensated is an in amily name the person compensated is not ull legal name of non-individual	all securities distrib he security codes i the issuer. sation. ted and registratic pensated is a regis individual, provide t First giv an individual, provi	uted as compensa for all securities di on status trant. the full legal name ren name	ation, excludin istributed as c of the individ Sec	g options, warrants o ompensation, includ ual. ondary given names Firm NRD numb	ling options, warrants o	
Provide the aggregate value of a counties of the issuer. Indicate to acquire additional securities of Do not include deferred compen- ERSON 8 I) Name of person compensate dicate whether the person compen- antipation of the person compen- the person compensated is an in- amily name the person compensated is not ull legal name of non-individual D WATERHOUSE CANADA INC	all securities distrib the security codes is the issuer. Isation. Sed and registratic bensated is a regist individual, provide the First give an individual, provide C.	uted as compensa for all securities di on status trant. the full legal name en name de the following in	ation, excludin istributed as c of the individ Sec	g options, warrants o ompensation, includ ual. ondary given names Firm NRD numb	er (if applicable)	
Provide the aggregate value of a ecurities of the issuer. Indicate to acquire additional securities of Do not include deferred compen- ERSON 8 a) Name of person compensate dicate whether the person comp No 🗸 Yes the person compensated is an in amily name the person compensated is not ull legal name of non-individual D WATERHOUSE CANADA INC	all securities distrib the security codes is the issuer. Isation. Sed and registratic bensated is a regist individual, provide the First give an individual, provide C.	uted as compensa for all securities di on status trant. the full legal name en name de the following in	ation, excludin istributed as c of the individ Sec	g options, warrants o ompensation, includ ual. ondary given names Firm NRD numb	er (if applicable)	
Provide the aggregate value of a counties of the issuer. Indicate the acquire additional securities of Do not include deferred compen- ERSON 8 Name of person compensate dicate whether the person compen- No Yes the person compensated is an in- amily name the person compensated is not ull legal name of non-individual D WATERHOUSE CANADA INC dicate whether the person compen- No Yes	all securities distrib the security codes i the issuer. Isation. And registratic pensated is a regist individual, provide t First giv an individual, provi C.	uted as compensa for all securities di on status trant. the full legal name en name de the following in	ation, excludin istributed as c of the individ Sec	g options, warrants o ompensation, includ ual. ondary given names Firm NRD numb	er (if applicable)	
Provide the aggregate value of a socurities of the issuer. Indicate the acquire additional securities of Do not include deferred compenses and the person compensate of the person compensate of the person compensated is an interpret of the person compensated is not full legal name of non-individual D WATERHOUSE CANADA INCO dicate whether the person compensated is not full legal name of non-individual D WATERHOUSE CANADA INCO dicate whether the person compensate of the person compensate of the person compensate of non-individual D WATERHOUSE CANADA INCO dicate whether the person compensate of the person compensate	all securities distrib the security codes i the issuer. Isation. and registratic bensated is a regist individual, provide t First giv an individual, provi C. bensated facilitated	uted as compensa for all securities di on status trant. the full legal name ren name de the following in de the distribution th	ation, excludin istributed as c of the individ Sec oformation.	g options, warrants o ompensation, includ ial. ondary given names Firm NRD numb 8950 ng portal or an interr	er (if applicable)	
Provide the aggregate value of a ecurities of the issuer. Indicate to be acquire additional securities of Do not include deferred compen- ERSON 8 a) Name of person compensate maicate whether the person comp No [] Yes the person compensated is an in amily name the person compensated is not ull legal name of non-individual D WATERHOUSE CANADA INC indicate whether the person comp	all securities distrib the security codes i the issuer. Isation. and registratic bensated is a regist individual, provide t First giv an individual, provi C. bensated facilitated	uted as compensa for all securities di on status trant. the full legal name ren name ide the following in de the following in the distribution the rovide the busines	ation, excludin istributed as c of the individ Sec oformation.	g options, warrants o ompensation, includ ial. ondary given names Firm NRD numb 8950 ng portal or an interr rmation of the perso	er (if applicable)	

L		[]	
Country	Telephone number	Email address		
c) Relationship to issuer or investme				
Indicate the person's relationship with the Part B(2) of the Instructions and the mea Connected with the issuer or investme Insider of the issuer (other than an inve Director or officer of the investment fur	ning of "control" in section nt fund manager estment fund)	1.4 of NI 45-106 for the purpos ☐ Employee of the √ None of the abov	ses of completing this section. issuer or investment fund mana	
d) Compensation details				
Provide details of all compensation paid, in Canadian dollars. Include cash commi for services incidental to the distribution, about, or report on, internal allocation arr	ssions, securities-based c such as clerical, printing,	ompensation, gifts, discounts o legal or accounting services. A	r other compensation. Do not r n issuer is not required to ask f	eport payments or details
Cash commissions paid 4	1,006.2100			
Value of all securities	Security code	1 Security code2	Security code3	
└── distributed as compensation ⁴	Describe term	s of warrants, options or other r	ights	
Other compensation ⁵	Describe			
Total compensation Paid 4	1,006.2100			
⁴ Provide the aggregate value of all securities of the issuer. Indicate the securities of the iss ⁵ Do not include deferred compensation.	rities distributed as comper rity codes for all securities	nsation, excluding options, warr	ants or other rights exercisable	
PERSON 9				
a) Name of person compensated and	registration status			
Indicate whether the person compensate No I Yes If the person compensated is an individu		me of the individual.		
Family name	First given name	Secondary given n	ames	
If the person compensated is not an indiv Full legal name of non-individual MACKIE RESEARCH CAPITAL CORPO			number <i>(if applicable)</i>	
Indicate whether the person compensate	d facilitated the distribution	h through a funding portal or an	internet-based portal.	
b) Business contact information				
If a firm NRD number is not provided in I Street address	tem 8(a), provide the busin Municipality	ness contact information of the Province/State	person being compensated. Postal/ZIP code	
Country	Telephone number	Email address		
c) Relationship to issuer or investme	nt fund manager			

c) iterationality to issuer of mat	Sullent lund Inc	шеЯаі		10.00×10.000000000000000000000000000000		
Indicate the person's relationship w Part B(2) of the Instructions and th Connected with the issuer or inv	e meaning of "col	ntrol" in section 1.4 of N	II 45-106 for the purposes of co	to the meaning of "connected" in ompleting this section. or investment fund manager		
Insider of the issuer (other than an investment fund)			✓ None of the above			
Director or officer of the investme	ent fund or invest	ment fund manager				
d) Compensation details			CONTRACTOR OF			
Provide details of all compensation in Canadian dollars. Include cash o for services incidental to the distrib about, or report on, internal allocat	commissions, sec oution, such as cl	urities-based compens erical, printing, legal or	ation, gifts, discounts or other of accounting services. An issuer	compensation. Do not report payr is not required to ask for details	ments	
✓ Cash commissions paid	1,081.4800					
Value of all securities distributed as compensation ⁴		Security code1	Security code2	Security code3		
Other compensation ⁵		Describe				
Total compensation Paid	1,081.4800					
⁴ Provide the aggregate value of al securities of the issuer. Indicate th to acquire additional securities of t ⁵ Do not include deferred compense	l securities distrib e security codes he issuer.	uted as compensation,	excluding options, warrants or			

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.

ame First given name	Secondary given names	Title
Richard		Chief Executive Officer
r/investment fund manager	Telephone number	Email address
P	6477761777	compliance@rpia.ca
	Date	
	2018-01-29	
1		Richard

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 - Family name	First given name	Secondary given names	Title	
Erasmus	Martin		Director, Compliance	
Name of company		Telephone number	Email address	
RP Investment Advisors LP		6477761593	compliance@rpia.ca	

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 Schedule 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.

EDR1517155004-436

Submission ID

2018-01-29 16:48:59.011

Date