

FORM 45-106F1  
REPORT OF EXEMPT DISTRIBUTION

Except in British Columbia, this is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution. In British Columbia, the required form is Form 45-106F6.

**Issuer/Underwriter information**

**Item 1:** State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report. If an underwriter is completing this form, also state the full name of the underwriter and the address and telephone number of the head office of the underwriter.

**Issuer Information**

Profound Medical Inc.  
3080 Yonge Street, Suite 4040, Toronto, ON M4N 3N1

**Telephone:** (647) 476-1350

**Item 2:** State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Not a reporting issuer.

With respect to the distribution of securities in British Columbia, the filer of this form is relying on the exemption in paragraph 6 of BCI 45-533

**Item 3:** Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> Bio-tech            | Mining   |
| <input type="checkbox"/> Financial Services             | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production              |
| <input type="checkbox"/> mortgage investment companies  |  |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Oil and Gas             |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Real Estate             |
| <input type="checkbox"/> Industrial                     | <input type="checkbox"/> Utilities               |
|   | <input type="checkbox"/> Other (describe)        |
- 

**Details of distribution**

**Item 4:** Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

A Schedule I is attached hereto

**Item 5:** State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**April 30, 2015**

**Item 6:** For each security distributed:

- (a) describe the type of security, See below.
- (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and See below.

- (c) state the exemption(s) relied on. See below.

#### Subscription Receipt

- 16,005,885 Subscription Receipts distributed at a purchase price of \$1.50 per Subscription Receipt
- Each Subscription Receipt is exercisable upon closing of the qualifying transaction into one common share in the capital of Profound Medical Inc. Expiry Date of Subscription Receipts is June 12, 2015.
- Exemption: NI 45-106, Section 2.3

#### Compensation Option:

- 576,235 Compensation Options distributed
- Each Compensation Option is exercisable at a strike price of \$1.50 to one common share in the capital of Profound Medical Inc. Expiry Date (as defined in the compensation option agreement), June 12, 2015.
- Compensation Options expire on the closing of the qualifying transaction
- Exemption: NI 45-106, Section 2.3

**Item 7:** Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	14	\$1.50	\$656,752.50
Alberta	75	\$1.50	\$3,695,850.00
Ontario	73	\$1.50	\$11,042,775.00
Saskatchewan	4	\$1.50	\$96,000
Quebec	28	\$1.50	\$6,217,350
Cayman Islands	1	\$1.50	\$2,000,100.00
Bahamas	1	\$1.50	\$300,000.00
<b>Total number of Purchasers</b>	<b>196</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$24,008,827.50</b>

**Note 1:** If securities are issued at different prices, list the highest and lowest price the securities were sold for.

#### Commissions and finder's fees

**Item 8:** Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian\$)	Securities Number and type of securities issued	Price per security	Exemption relied on and date of distribution	Total dollar value of compensation (Canadian \$)
GMP Securities L.P.	648,264.83	288,117 Compensation Options	\$1.50 Strike Price	45-106; s.2.3 April 30, 2015	1,080,440.33
Cormark Securities Inc.	388,958.90	172,870 Compensation Options	\$1.50 Strike Price	45-106; s.2.3 April 30, 2015	648,263.90
Bloom Burton & Co. Ltd.	129,652.97	57,624 Compensation Options	\$1.50 Strike Price	45-106; s.2.3 April 30, 2015	216,088.97
Mackie Research Capital Corporation	129,652.97	57,624 Compensation Options	\$1.50 Strike Price	45-106; s.2.3 April 30, 2015	216,088.97

**Item 9:** If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

**Certificate**

On behalf of the issuer, I certify that the statements made in this report are true.

Date: May 11, 2015

Profound Medical Inc.

Name of issuer (please print)

Shameze Rampertab, CFO, 647-476-1350, Ext. 424

Print name, title and telephone number of person signing

*(Signed) Shameze Rampertab*

Signature

**Item 10:** State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.