# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9540350

ITEM 1 - REPORT TYPE								
✓ New report								
Amended report	If ameno	ded, provide filing date	of report that i	s being ame	ended	(YYYY-MM-DD)		
ITEM 2 - PARTY CERTIF	YING 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								
Suer (other that	n an investi	ment fund)						
✓ Underwriter								
ITEM 3 - ISSUER NAME			unstrument fund ab	out the fund				
Provide the following information	г	Cove Mortgage Ltd.	vestment juna, ab	out the juna.				
	-							
Previous full le								
If the issuer's name ch	nanged in the	last 12 months, provide most	recent previous leg	gal name.				
	Website	covemortgage.com		(if applicabl	e)			
If the issuer has a legal entity	identifier, prov	vide below. Refer to Part B of t	the Instructions for	the definition	of "legal entity identifier".			
Legal entity	/ identifier							
If two or more issuers distribut	ted a single se	curity, provide the full legal n	ame(s) of the co-is	suer(s) other th	an the issuer named above.			
Full legal name(s) of co	o-issuer(s)			(if applicabl	e)			
ITEM 4 - UNDERWRITE								
If an underwriter is completing			gal name and firm	n NRD number.		1		
Full legal name								
Firm NRD number	Firm NRD number     (if applicable)							
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.								
Street address	eet address 415-145 Chadwick Crt							
Municipality	North Van	couver	Pro	vince/State	British Columbia			
Country	Canada		Postal co	de/Zip code	V7M 3K1			
Telephone number	60492981	56		Website	covemortgage.com	(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 3 9 9 0						
If the issuer is in the <b>mining industry</b> , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.						
Exploration Development Production						
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.						
✓ Mortgages						
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     Yes     If yes, provide SEDAR profile number						
If the issuer does not have SEDAR profile complete item 5(d) - (h).						
d) Head office address						
Street address     415-145 Chadwick Court     Province/State     British Columbia						
Municipality         North Vancouver         Postal code/Zip code         V7M 3K1						
Country Canada Telephone number 6049298156						
e) Date of formation and financial year-end						
Date of formation     1976     05     28     Financial year-end     12     31       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	S5M to under \$25M	□ \$25M to under \$100M
S100M to under \$500M	S500M to under \$1B	\$1B or over

If the issue is an investment fund, provide the following information:         a) Investment fund manager information         Full legal name						
Full legal name						
Firm NRD number (if applicable)   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   Province/State						
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 County Postal code/Zip code County Telephone number Postal code/Zip code Do Type of investment fund Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Do Type of investment fund that most accurately identifies the issuer (select only one). Do Money market De Quity De County De C						
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CUSIP number						
name of an exchanae and not a tradina facility such as, for example, an automated tradina system						
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 \$).						
L L \$\the under \$\mathbf{S}M \qquad L \qquad \mathbf{S}M \text{ to under \$\mathbf{S}M \qquad \text{ to under \$\mathbf{S}M \qquad \text{to under \$\mathbf{S}M						
\$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**

puro coni	If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.												
a)	С	urre	ency										
Sele	ct ti	he ci	urrency or curre	ncies in	which the dis	tribution	was made.	All dollar amounts prov	ided	in the report i	must be	in Canadi	an dollars.
$\checkmark$	Ca	nad	lian dollar	_ ι	JS dollar		] Euro	Other (descri	be)				
b)	D	vistr	ibution date(s	)									
as b	oth	the		lates. If i	the report is b		-	for securities distributed of is distributed of is distributed on a conti		-			
			St	tart date	e 2021	06	22	End d	late	2021	06	29	
					YYYY	MM	DD			YYYY	MM	DD	
c)	D	eta	iled purchase	r inforr	nation								
Col	np	lete	Schedule 1 c	of this	form for ea	ch purc	haser and	d attach the schedul	e to	the comple	eted re	port.	
d)	Т	уре	es of securities	s distril	buted								
								per security basis. Refer t t CUSIP number assigned					ow to indicate the
												Canadian \$	2
	curit ode		CUSIP number (if applicable)		Descriptio	on of secu	rity	Number of securities		Single or lowest price	High	est price	Total amount
s	М	G		Morto	gage			1.0	00 \$	528,000.00 00		,000.00 00	528,000.00
s	М	G		Morto	gage			1.0	00	400,000.00 00		,000.00 00	400,000.00
e)	D	eta	ils of rights ar	nd con	vertible/exch	nangeab	le securiti	es					
wer	e di	strib	outed, provide th					rcise price and expiry da r terms for each converti		-	-		exchangeable securities
exc	han	ertible igeat ty co	ble Underlyin			cise price nadian \$) Hi	ighest	Expiry date (YYYY- MM-DD)	Co	onversion ratio	Des	cribe other i	items (if applicable)
	Τ						9						
f)	S	umr	narv of the dis	stributi	on by iurisdi	ction an	d exempt	ion		l			I
Stat pure dist This pure juris	f) Summary of the distribution by jurisdiction and exemption State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in 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			Ex	emption relie	ad on	N	lumber of uniqu purchasers	e <sup>2ġ</sup>	Total a	mount (Canadian \$)
	British Columbia Other 4					4		928,000.00					
						_		otal dollar amount of s	-	rities distribu			928,000.00
								of unique purchasers <sup>2</sup>			4		
<sup>2a</sup>	1 са	lcul	ating the numbe	er of un	ique purchase	rs per rov	<i></i> и, count ea	ch purchaser only once. J	loint	purchasers m	ay be co	ounted as a	one purchaser.

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

#### g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.<sup>3</sup> If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

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

<sup>3</sup>"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

#### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

<b>ITEM 8 - COMPENSATION</b>	INFORMATION				
Provide information for each person the distribution. <b>Complete additi</b>				-	ny compensation in connection with ed.
Indicate whether any compensati	on was paid, or will be po	aid, in connecti	on with the distribu	ition.	
✓ No 🗌 Yes	If yes, indicate num	nber of perso	ns compensated	1.	
a) Name of person compen	sated and registration	status			
Indicate whether the person comp	ensated is a registrant.		🗌 No	Yes	
If the person compensated is an in	dividual, provide the nam	ne of the individ	lual.		
Full legal name of individu	lal				
	Family n	ame	First g	given name	Secondary given names
If the person compensated is not a	n individual, provide the †	following infor	nation.		
Full legal name of	non-individual				
Firm	NRD number			(if appli	cable)
Indicate whether the person comp		tribution throu	gh a funding porta	l or an internet-based p	ortal. 🗌 No 🗌 Yes
b) Business contact informa					
If a firm NRD number is not provid	led in Item 8 (a), provide t	the business co	ntact information o	of the person being com	pensated.
Street address					
Municipality				Province/State	
Country			Po	stal code/Zip code	
Email address			-	Telephone number	
c) Relationship to issuer or	investment fund mana	ager			
Indicate the person's relationship w the Instructions and the meaning o					ning of "connected" in Part B(2) of
	or investment fund mana		· · ·		er than an investment fund)
Director or officer of the	investment fund or inves	tment fund ma	nager 🗌 E	mployee of the issuer of	or investment fund manager
None of the above					
d) Compensation details					
allocation arrangements with the a	nmissions, securities-based as clerical, printing, legal	d compensation or accounting	n, gifts, discounts o services. An issuer i	r other compensation. D is not required to ask for	
Cash commissions paid				Security code 1	Security code 2 Security code 3
Value of all securities distributed as compensation <sup>4</sup>		S	ecurity codes		
Describe tern	ns of warrants, options of	r other rights			
Other compensation <sup>5</sup>		Describe			
Total compensation paid					
Check box if the perso	on will or may receive any	y deferred com	pensation (describ	be the terms below)	
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer. rights exercisable to acquire addi <sup>5</sup> Do not include deferred compen-	Indicate the security cod tional securities of the iss	des for all secu			

ITEM 9 - DIRECTORS, EXECU	TEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER								
If the issuer is an investment fun	If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.								
Indicate whether the issuer is any c	Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).								
Reporting issuer in any juri	sdiction of Canada								
Foreign public issuer	Foreign public issuer								
Wholly owned subsidiary o	f a reporting issuer	in any jurisdiction of	Canada <sup>6</sup>						
Provide na	me of reporting issu	er						]	
Wholly owned subsidiary o	f a foreign public iss	suer <sup>6</sup>							
Provide name of foreign public issuer									
Issuer distributing only elig	ible foreign securitie	es and the distribution	n is to permitted clie	ents only <sup>7</sup>					
If the issuer is at least one of the	-			-					
securities that are required by law to respectively. <sup>7</sup> Check this box if it applies to the c clients. Refer to the definitions of "e	<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.								
a) Directors, executive office	rs and promoters	of the issuer							
Provide the following information fo territory; otherwise state the country						state the	province	or	
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individe resident jurisdictio individu	ual or ail n of		onship to ct all that		
				Province or	country	D	0	Р	
	Briglio	Heather	Joy	British Columb	ia	✓	✓		
	Luptak	Caroline	Joyce	British Columb	ia	✓			
	Shivers	Michael	Charles	British Columb	ia	~			
	Schuman	Kurt		British Columb	ia	✓			
b) Promoter information									
	If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.								
Organization or company name	Family name	First given name	Secondary given	Residential jurisdiction of individual			to promo oth if app		
				Province or country	D		C	)	
c) Residential address of eac	ch individual								
Complete Schedule 2 of this form	providing the full	residential address	s for each individua	l listed in Item 9	(a) and (b	) and at	tach to t	he	

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	Cove Mortgage Ltd.						
Full legal name	Erickson	Carly					
	Family name	First given name		Seconda	ary given na	ames	
Title	Mortgage Broker/Underwriter						
Telephone number	6049298156	Email address	carly@covemortgage.com				
Signature	carly@covemortgage.com	Date	2021	07	05		
			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				Title	
	Family name	First given name	Secondary given names		
Name of company					
Telephone number		Er	nail address		

#### 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.