

**Amended  
FORM 45-106F1  
REPORT OF EXEMPT DISTRIBUTION**

This is the form required under section 6.1 of Regulation 45-106 for a report of exempt distribution.

**Issuer 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.

DVD Investments Limited  
309, 155 Rexdale Boulevard  
Toronto, Ontario, M9W 5Z8  
Tel: 416 742-5600

**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.

DVD Investments Limited is a reporting issuer.

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

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

**Details of distribution**

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

**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.

June 6, 2006

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

- (a) describe the type of security:

The private placement financing consisted of common shares in the capital of DVD Investments Limited at a subscription price of \$0.35 per share.

- (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

DVD Investments Limited completed a private placement financing on June 6, 2006 which consisted of 1,428,573 common shares in the capital of DVD Investments Limited at a price of \$0.35 per share for gross proceeds of \$500,000.55.

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

Section 2.3 of National Instrument 45-106 – *Prospectus and Registration Exemptions* of the Canadian Securities Administrators.

**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 \$)
Ontario	40	\$0.35	\$443,755.55
British Columbia	3	\$0.35	\$56,245.00
<b>Total number of Purchasers</b>	<b>43</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$500,000.55</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			Total dollar value of compensation (Canadian \$)
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
N/A					

**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.

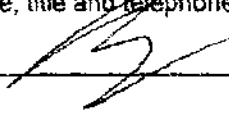
Date : June 28, 2006

DVD Investments Limited

Name of issuer (please print)

Barry M. Polisuk, Corporate Secretary, (416) 869-1234

Print name, title and telephone number of person signing

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.**