# Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE											
<ul> <li>New report</li> <li>Amended report</li> <li>If amer</li> </ul>	nded, provide filing date	of report that is being am	ended 2016 11 18 (YYYY-MM-DD)								
ITEM 2 - PARTY CERTIFYING THE	REPORT										
Indicate the party certifying the report (sele National Instrument 81-106 Investment Fu											
National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.											
Issuer (other than an inves	stment fund)										
Underwriter											
ITEM 3 - ISSUER NAME AND OT Provide the following information about th		vestment fund, about the fund									
-	Network Life Sciences										
	Network Oncology Inc										
If the issuer's name changed in Website	NA		(if applicable)								
If the issuer has a legal entity identifier, pro Legal entity identifier	ovide below. Refer to Part B of t	the Instructions for the definition	of "legal entity identifier".								
ITEM 4 - UNDERWRITER INFORM	IATION										
If an underwriter is completing the report, j	provide the underwriter's full le	gal name and firm National Reg	istration Database (NRD) number.								
Full legal name											
Firm NRD number		(if applicable)									
If the underwriter does not have a firm NR	If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.										
Street address											
Municipality		Province/State									
Country		Postal code/Zip code									
Telephone number		Website	(£								
		vvebSite	(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 corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to <b>Statistics Canada's NAICS industry search tool</b> .
NAICS industry code325410
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 is to invest all or substantially all of its assets in any of the following? If yes, select all that apply.           Mortgages         Real estate         Commerial/business debt         Consumer debt         Private companies
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?
NoYesIf yes, provide SEDAR profile number00035728
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
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.
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 names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange name(s):
h) Size of issuer's assets
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full 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
□ \$100M to under \$500M □ \$500M to under \$1B □ \$1B or over

ITEM 6 - INVESTMENT	Fund Issuer Information										
If the issuer is an investr	nent fund, provide the following information.										
a) Investment fund ma	nager informaiton										
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										
Country	Postal code/Zip code										
Telephone number	Website (if applicable)										
b) Type of investment	fund										
Type of investment fund that	most accurately identifies the issuer (select only one) .										
Money market	Equity Fixed income										
Balanced	Alternative strategies Other (describe)										
Indicate whether one or both	of the following apply to the investment fund .										
Invests primarily in	other investment fund issuers										
Is a UCITs Fund <sup>1</sup>											
<sup>1</sup> Undertaking for the Collective directives that allow collective	e Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) e investment schemes to operate throughout the EU on a passport basis on authorization from one member state.										
	nd financial year-end of the investment fund										
Date of formati											
	YYYY MM DD MM DD										
d) Reporting issuer sta	atus of the investment fund										
	rting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes										
If yes, select the jurisdictions of All	of Canada in which the investment fund is a reporting issuer.										
e) Public listing status	NU         ON         PE         QC         SK         YT           of the investment fund										
	CUSIP number, provide below (first 6 digits only)										
.,	CUSIP number										
If the investment fund is public	licly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for										
	for and received a listing, which excludes, for example, automated trading systems.										
Exchage names											
f) Net asset value (NA	V) of the investment fund										
	nvestment 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 \$500											
	YYYY MM DD										

ITEM 7 - INFORMATION A	BOUT THE DISTRIBUTIO	NC									
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, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.											
a) Currency											
Select the currency or currencies in	which the distribution was ma	de. All do	llar amounts	provide	ed in the	report mus	st be in Canadiar	n dollars.			
✓ Canadian dollar	US dollar 🛛 Eur	0	Other	(descri	ibe)						
b) Distribution date(s)											
State the distribution start and en as both the start and end dates. If									ate		
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         2016         11         07         End date         2016         11         07											
YYYY MM DD YYYY MM DD											
c) Detailed purchaser inforr	nation										
Complete Schedule 1 of this f	orm for each purchaser a	nd attac	h the sche	dule to	o the co	mpleted	report.				
d) Types of securities distril	buted										
Provide the following information									•		
Instructions for how to indicate to distributed.	he security code. If providing th	ie CUSIP r	number, indic	ate the	full 9-dig	git CUSIP r	number assigned	to the security be	ing		
							Canadian \$	i			
Security code CUSIP number (if applicable)	Description of security		Numbe securi			ngle or owest price	Highest price	Total amount			
Un			2,416	6,500.0	00	0.2000	0.2000	483,300	.00		
	ch Unit Consists of One mmon share adn One S										
UBS 64130f105 Pu	rchse warrant.										
	ch warrant is exercisable e common share at an	e into									
	ercise price of \$0.40 per	share									
e) Details of rights and conv	vertible/exchangeable secu	urities									
If any rights (e.g. warrants, optior were distributed, provide the con								xchangeable secui	rities		
Security Underlying	Exercise price (Canadian \$)		iry date	Conv	/ersion						
code security code	Lowest Highest	(YYYY 	- MM-DD)	ra	atio	Descr	ibe other items (if a	applicable)			
U B S C M S	0.4000 0.4000	2017	7-10-31		1.00						
f) Summary of the distribution	on by jurisdiction and exem	nption		•		•					
State the total dollar amount of s									,		
purchaser resides and for each ex distribution in a jurisdiction of Ca								la completes a			
This table requires a separate line	e item for: (i) each jurisdiction v	vhere a pi	urchaser resid	des, (ii) (	each exei	mption reli	ed on in the juris				
purchaser resides, if a purchaser i jurisdiction.	resides in a jurisdiction of Cana	ida, and (i	ii) each exen	nption r	elied on i	n Canada,	if a purchaser re	esides in a foreign			
, For jurisdictions within Canada, s	tate the province or territory, o	therwise s	tate the cour	ntry.							
Province or country	Exemption	n relied on				ber of hasers	Total amou	nt (Canadian \$)			
British Columbia	NI 45-106 2.3 [Accredi	ted inve	estor]			2		25,000.0	0		
British Columbia	NI 45-106 2.5 [Family, associates]	friends	and busin	iess		3		20,000.0	0		
Alberta	NI 45-106 2.3 [Accredi	ted inve	estor]			2		140,000.0	0		
Alberta	NI 45-106 2.5 [Family, associates]	friends	and busin	iess		1		100,000.0	0		
Ontario	NI 45-106 2.3 [Accredi	ted inve	estor]			2		5,000.0	0		
United States	NI 45-106 2.3 [Accredi	ted inve	estor]			1		3,300.0	0		
	-				•						

Switzerland	NI 45-106 2.3 [Accredited investor]	2	90,000.00			
Mauritius	NI 45-106 2.3 [Accredited investor]	1	100,000.00			
	Total dollar amount of securities distributed					
	Total number of unique purchasers <sup>2</sup>	14				

<sup>2</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)			

Provide information for each person (as defined in N 45.106) (a when the issuer directly provides, or will be, compensated.         Image: Indicate whether any compensation was paid, or will be paid, in connection with the distribution.         Image: Indicate whether any compensation was paid, or will be paid, in connection with the distribution.         Image: Indicate whether the person compensated and registration status:         Image: Indicate whether the person compensated and registration status:         Image: Indicate whether the person compensated as registration.         Image: Indicate whether the person compensated is not on individual, provide the following information:         If the person compensated is on on individual, provide the following information:         Image: Individual Individual Individual provide the following information:         Image: Individual Indidual Individual Individual Individual Individual	TEM 8 - COMPENSATIC	ON INFORMATIO	N													
													nsation	in co	nnecti	on
a) Name of person compensated and registration status         Indicate whether the person compensated is a registrant.       No       Yes         If the person compensated is an individual, provide the name of the individual.       Furtigiven name       Secondary given names         If the person compensated is not an individual, provide the following information.       Full legal name of non-individual       Industrial Alliance Securities Inc.         Firm NRD number	Indicate whether any compens	sation was paid, or wi	ll be paid, in conne	ectio	n with	the dis	tribution									
Indicate whether the person compensated is a registrant.       No       ✓ Yes         If the person compensated is an individual, provide the name of the individual.       Full legal name of individual, provide the following information.         Full legal name of non-individual [ndustrial Alliance Securities Inc.       Firm NRD number       Secondary given name         Full legal name of non-individual [ndustrial Alliance Securities Inc.       Firm NRD number is not provide the following information.       No       Yes         b) Business contact information       If applicable)       Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes         b) Business contact information       If a firm NRD number is not provided in tem 8 (a), provide the business contact information of the person being compensated.       Street address       900-26 Wellington St E         Municipality       Toronto       Province/State       Ontario         Country       Canada       Postal code/Zlp code       MSE 152         Email address       Indicate the person's relationship with the issuer or investment fund manager       Indicate the person's relationship with the issuer or investment fund manager       Indicate the person's relationship with the issuer or investment fund manager         Connect with the issuer or investment fund manager       Indicate the person sciencinship with the issuer or investment fund manager       Indicate the person investmen	🗌 No 🗹 Yes	If yes, indica	te number of pe	rsoi	ns co	mpens	ated.		4	1						
If the person compensated is an individual, provide the name of the individual.          Full legal name of individual	a) Name of person com	pensated and regis	stration status													
Full legal name of individual       First given name       Secondary given names         If the person compensated is not an individual, provide the following information.       Full legal name of non-individual [ndustrial Alliance Securities Inc.         Firm NRD number	Indicate whether the perso	on compensated is a re	egistrant.			No	-	7 Y	es							
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 [industrial Alliance Securities Inc.         Firm NRD number	If the person compensated is	an individual, provide	e the name of the i	indiv	vidual.											
If the person compensated is not an individual, provide the following information.         Full legal name of non-individual individual [industrial Alliance Securities Inc.	Full legal name of indiv	vidual														
Full legal name of non-individual       Industrial Alliance Securities Inc.         Firm NRD number       if dipplicable         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes <b>b</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       900-26 Wellington St E       Province/State       Ontario         Municipality       Toronto       Province/State       Ontario         Country       Canada       Postal code/Zip code       MSE 152         Email address       Telephone number       4168642695         Contect with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part 8(2) of the instructions and the meaning of "connected" in Part 8(2) of the instructions and the meaning of "connected" in Part 8(2) of the instructions and the meaning of "connected" in Part 8(2) of the instructions and the meaning of "connected" in Part 8(2) of the instructions and the meaning of "connected" in Part 8(2) of the instructions and the meaning of "connect with the issuer or investment fund manager         Connect with the issuer or investment fund manager       Employee of the issuer or investment fund manager         Compensation details       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 connectio		Fam	nily name			First g	iven nam	е		Se	conda	ry given	names			
Firm NRD number	If the person compensated i	is not an individual, pi	rovide the following	g inf	forma	tion.										
Firm NRD number	Full legal name	of non-individual	Industrial Allian	ce S	Secu	rities In	C.									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes         D       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       900-26 Wellington St E         Municipality       Toronto       Province/State       Ontario         Country       Canada       Postal code/Zlp code       M5E 1S2         Email address       Telephone number       4168642695         O       Relationship to 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 issuer or investment fund manager       Insider of the issuer or investment fund manager         Director or officer of the investment fund manager       Insider of the issuer or investment fund manager         Other compensation details       Provide details of all compensation, sict, also 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, gitz, discounts or other compensated by the issuer.         Cash commissions paid       16,800.00       Security codes       Security code 2       Security code 3         Value of all securities					T					(if an	nlical	nle)				
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       900-26 Wellington St E         Municipality       Toronto         Country       Canada         Postal code/Zip code       M5E 1S2         Email address       Telephone number         Indicate the person's relationship with the 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.         Connect with the issuer or investment fund manager       Insider of the issuer or investment fund)         Director or officer of the investment fund or investment fund manager       Employee of the issuer or investment fund manager         ✓       None of the above       Employee of the issuer or investment fund manager         Ø       Compensation details       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 dallars. Include cath commissions, securities-based compensation, gift, discounts or other compensation. Do not report payments for services incidental to the distributions, securities based compensation, gift, discount are on the above.         Value of all securities as coreactions and conter signt			tod the distribution	n the		a fundi			n into					1 No		Vos
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.         Street address       900-26 Wellington St E         Municipality       Toronto         Country       Canada         Postal code/Zip code       MSE 152         Email address       Telephone number         200-26 Wellington St E       Telephone number         Country       Canada         Postal code/Zip code       MSE 152         Email address       Telephone number         2010       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 8(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 issuer or investment fund manager       Insider of the issuer or investment fund)         Director or officer of the investment fund or investment fund manager       Employee of the issuer or investment fund manager         Value of all address       Security code 1       Security code 1         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. Bo not report payments for services incidental to the d	· .	-			ougn	a junali	ig porta	or ar	ninie	met-bu	isea p	ortal.	V		<u>'</u>	165
Street address       900-26 Wellington St E         Municipality       Toronto         Country       Canada         Postal code/Zlp code       M5E 152         Email address       Telephone number         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 issuer or investment fund manager       Insider of the issuer (other than an investment fund)         Director or officer of the investment fund or investment fund manager       Employee of the issuer or investment fund)         Director or officer of the investment fund or investment fund manager       Employee of the issuer or investment fund manager         Mone of the above       Security code 1       Security code 1         Other compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadin adulars. 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       16,800.00       Security code 1       Security code 2       Secur	/		provide the busin	ess (	contac	t inform	nation of	the n	persor	n beina	comr	pensate	1			
Municipality       Toronto       Province/State       Ontario         Country       Canada       Postal code/Zip code       M5E 1S2         Email address       Telephone number       4168642695         c)       Relationship to 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. <ul> <li>Connect with the issuer or investment fund manager</li> <li>Insider of the issuer or investment fund manager</li> <li>Insider of the issuer or investment fund manager</li> <li>Insider of the issuer or investment fund manager</li> <li>Connect with the issuer or investment fund manager</li> <li>Insider of the issuer or investment fund manager</li> <li>Mone of the above</li> <li>Compensation details</li> <li>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 include tash contexibution, and a cercal 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       16,800.00       Security codes       Security code 1       Security code 2       Security code 3         Value of all securities       distributions, securi</li></ul>			·							bearg	comp					
Country       Canada       Postal code/Zip code       M5E 1S2         Email address       Telephone number       4168642695         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.         Connect with the issuer or investment fund manager       Insider of the issuer (other than an investment fund)         Director or officer of the investment fund or investment fund manager       Employee of the issuer or investment fund manager         Value of the above       Mone of the above         Canada and allars. 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.         Value of all securities 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.         Value of all securities 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			SIE					Prov	vince	e/State	) F	Ontario				
Email address       Telephone number       41686426995         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.         Connect with the issuer or investment fund manager       Insider of the issuer (other than an investment fund)         Director or officer of the investment fund or investment fund manager       Employee of the issuer or investment fund manager         Value of the above       Employee of 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 or, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.         Value of all securities distribution is of warrants, options or other rights       84,000 Warrants         Each warrant is exercisable into one common share at an exercise price of \$0.40 per share.       Describe terms of \$0.40 per share.         Other compensation paid       16,800.00       Each warrant is exercisable into one common share at an exercise price of \$0.40 per share.							Deete	اممط	1a/7i							
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.            Connect with the issuer or investment fund manager           Insider of the issuer (other than an investment fund)             Director or officer of the investment fund or investment fund manager           Employee of the issuer or investment fund manager             Onne of the above           Director or officer of the investment fund or investment fund manager           Employee of the issuer or investment fund manager             Other compensation details           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 Conadian 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           16,800.00             Value of all securities         distributed as         compensation <sup>4</sup>	-	Canada									<u> </u>	15E 1S	52			
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.	Email address						Tel	epho	ne n	umbei	r 4	16864	2695			
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 issuer or investment fund manager       □       Insider of the issuer (other than an investment fund)         □       Director or officer of the investment fund or investment fund manager       □       Employee of the issuer or investment fund manager         ☑       None of the above       □       Employee of the issuer or investment fund manager         ☑       None of the above       □       Employee of the issuer or investment fund manager         ☑       None of the above       □       Employee of the issuer or investment fund manager         ☑       None of the above       □       Employee of the issuer or investment fund manager         ☑       None of the above       □       Employee of the issuer or investment fund manager         ☑       None of the above       □       Insider of the issuer or investment fund manager         ☑       None of the above       □       □       Insider of the issuer or investment fund manager         ☑       Other compensation details       Other compensation <sup>4</sup> □       □       Insider of the issuer or investment fund manager         ☑       Insider of all security code 1       Security code 2       Security code 3       Insider of the issuer or investment fund manager         ☑       Inside conscions or other rights       Inside conse common share at an exercise price of \$0.40 per share													connec	ted" i	n Part	
□       Director or officer of the investment fund or investment fund manager       □       Employee of the issuer or investment fund manager         □       None of the above         d)       Compensation details         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       16,800.00         Value of all securities distributed as compensation <sup>4</sup> Security codes         Describe terms of warrants, options or other rights       84,000 Warrants         Each warrant is exercisable into one common share at an exercise price of \$0.40 per share.       Describe         Other compensation <sup>5</sup> Describe         Total compensation paid       16,800.00		-				, Г			-	-			invest	ment	fund)	
✓ None of the above <b>d) Compensation details</b> 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       16,800.00         Value of all securities distributed as compensation <sup>4</sup> Security codes         Describe terms of warrants, options or other rights       84,000 Warrants         Cother compensation <sup>5</sup> Describe         Total compensation paid       16,800.00			•	mai	nager			ovee	of th	e issue	er or i	nvestme	ent fun	d mar	nager	
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       16,800.00       Security codes       Security code 1       Security code 2       Security code 3         Value of all securities distributed as compensation <sup>4</sup> Describe terms of warrants, options or other rights       84,000 Warrants         Each warrant is exercisable into one common share at an exercise price of \$0.40 per share.       Describe         Other compensation paid       16,800.00         Total compensation paid       16,800.00						L	]									
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       16,800.00       Security codes       Security code 1       Security code 2       Security code 3         Value of all securities distributed as compensation <sup>4</sup> Describe terms of warrants, options or other rights       84,000 Warrants         Each warrant is exercisable into one common share at an exercise price of \$0.40 per share.       Describe         Other compensation paid       16,800.00         Total compensation paid       16,800.00	d) Compensation details	3														
Value of all securities distributed as compensation <sup>4</sup> W       N       T       I	Provide details of all compen- Canadian dollars. Include cas services incidental to the distr on, internal allocation arrang	sation paid, or to be p ch commissions, securi ribution, such as cleric rements with the direc	ities-based comper al, printing, legal c tors, officers or em	nsati or ac ploy	ion, gij count vees of	fts, disco ing serv f a non-	ounts or ices. An individuo	other issuer al con	comp r is no npens	pensatio ot requi sated by	on. De ired to y the	o not re o ask for issuer.	port pa detail	iymen s aboı	its for it, or r	eport
distributed as compensation <sup>4</sup>	Value of all securitie	es		3	count	y coues			<u> </u>					2000		
Describe terms of warrants, options or other rights       84,000 Warrants         Each warrant is exercisable into one common share at an exercise price of \$0.40 per share.         Other compensation <sup>5</sup> Describe         Total compensation paid       16,800.00								L					1			
Total compensation paid 16,800.00			tions or other righ		Each	n warra	nt is ex				one c	ommoi	n shar	e at a	an	
Total compensation paid 16,800.00	Other compensatio	on <sup>5</sup>	Describ	be												
Check box if the person will or may receive any deferred compensation (describe the terms below)			00.00													
	Check box if the pe	erson will or may rece	eive any deferred o	com	pensa	ition (de	scribe th	ne ter	ms b	elow)						

rights exercisable to acquire additional securities of the issuer. <sup>5</sup>Do not include deferred compensation.

a) Name of person com	pensated and	registration status			
Indicate whether the perso	on compensated	is a registrant.	No [	✓ Yes	
If the person compensated is	an individual, p	provide the name of the inc	lividual.		
Full legal name of indi	vidual	Thompson	Rex		
		Family name	First given nan	ne Seco	ondary given names
If the person compensated	is not an indivia	ual, provide the following i	nformation.		
Full legal name	e of non-indivi	dual			
F	Firm NRD nun	nber		(if app	licable)
Indicate whether the perso	n compensated i	acilitated the distribution t	hrouah a fundina porta	al or an internet-bas	ed portal. 🔽 No 🗌 Yes
b) Business contact info					
If a firm NRD number is not	provided in Iten	n 8 (a), provide the busines.	s contact information o	f the person being c	ompensated.
Street address	600-666 Bur	ard St			
Municipality	Vancouver		٦	Province/State	British Columbia
			]		
Country	Canada			al code/Zip code	V6C 3P6
Email address			Те	lephone number	7783701372
c) Relationship to issue	r or investmer	t fund manager			
Indicate the person's relation B(2) of the Instructions and a					neaning of "connected" in Part
Connect with the iss	-				her than an investment fund)
		fund or investment fund m			or investment fund manager
$\checkmark$ None of the above					of investment fund manager
	_				
d) Compensation detail		a ha naid to the person ide	ntified in Item 8(a) in (	connection with the	distribution. Provide all amounts in
Canadian dollars. Include ca	sh commissions,	securities-based compense	ntion, gifts, discounts or	other compensation	n. Do not report payments for
services incidental to the dist on, internal allocation arrang					ed to ask for details about, or report
	· · · · · · · · · · · · · · · · · · ·				
Cash commissions p		1,400.00	Security codes	Security code 1	Security code 2 Security code 3
Value of all securit distributed	as			W N T	
compensati					
Describe	terms of warrar	nts, options or other rights	7,000 Warrants	vercisable into on	e common share at an
			exercise price of \$		le common share at an
Other compensation	on⁵	Describe			
Total compensation p	aid	1,400.00			
Check box if the p	erson will or ma	y receive any deferred co	mpensation (describe	the terms below)	
					r rights exercisable to acquire
additional securities of the i rights exercisable to acquir			ecurities distributed as	compensation, <u>inc</u>	luding options, warrants or other

<sup>5</sup>Do not include deferred compensation.

a) Name of person comp	ensated and regi	stration status						
Indicate whether the person	compensated is a r	egistrant.	No No	✓ Yes				
If the person compensated is a	ın individual, provid	e the name of the ind	lividual.					
Full legal name of indivi	dual	Strum	Jo	sh				
	Far	nily name	First give	n name	Seco	ondary given nar	nes	
If the person compensated is	not an individual, p	rovide the following i	nformation.					
Full legal name of	of non-individual							
Fir	rm NRD number				(if app	licable)		
Indicate whether the person o	compensated facilite	ted the distribution t	hrouah a fundina	portal or an ini	∟ ernet-bas	ed portal.	√ No □	Yes
b) Business contact infor			n ough u funding j					
If a firm NRD number is not p	rovided in Item 8 (a,	), provide the busines:	s contact informat	ion of the perso	on being c	ompensated.		
Street address	32 Silverton Ave							
ے Municipality	Foronto		1	Provinc	e/State	Ontario		$\exists$
	Canada		J ] F	Postal code/Z	'in code	M3H 3E6		$\dashv$
			] ,		-			
	J.Joshsturm@gm			Telephone	number	64783152	95	
c) Relationship to issuer of		-						
Indicate the person's relations B(2) of the Instructions and the							nnected" in Part	
Connect with the issue	-			-	-		vestment fund)	
Director or officer of th	e investment fund	or investment fund m	anager	Employee of t	he issuer	or investment	fund manager	
$\checkmark$ None of the above			° L				0	
d) Compensation details								
Provide details of all compensa Canadian dollars. Include cash services incidental to the distril on, internal allocation arrange.	commissions, secur bution, such as cleri	ities-based compense cal, printing, legal or	ition, gifts, discour accounting service	nts or other con s. An issuer is r	npensatior not require	n. Do not repor ed to ask for de	t payments for	
Cash commissions pai	d 3	50.00	Security codes	Securit	y code 1	Security code	2 Security code	e 3
Value of all securities			Security codes		N T			
distributed as compensatior								
•		btions or other rights	700 Warrants Each warrant exercise price	is exercisabl		e common s	hare at an	
		Describe						
Other compensation	5	Describe						
Other compensation Total compensation pai	i i i i i i i i i i i i i i i i i i i	50.00						
	d 3	50.00	mpensation (desc	ribe the terms	below)			
Total compensation pai	d 3	50.00	mpensation (desc	ribe the terms	below)			
Total compensation pai	d 3: son will or may rec	50.00 eive any deferred con tributed as compense	ation, <u>excluding o</u>	otions, warrant	's or other	rights exercis	able to acquire	

<sup>5</sup>Do not include deferred compensation.

a) Name of person compensated and registration status									
Indicate whether the person compensated is a registrant. No Ves									
If the person compensated is an individual, provide the name of the individual.									
Full legal name of individual									
Family name First given name Secondary given na	mes								
If the person compensated is not an individual, provide the following information.									
Full legal name of non-individual RAMPartners Ltd.									
Firm NRD number (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.	✓ No  Yes								
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 19 Blvd. Georges-Favon,									
Municipality Geneva Province/State									
Country Switzerland Postal code/Zip code CH-1204									
Email address Telephone number									
<ul> <li>c) Relationship to issuer or investment fund manager</li> <li>Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "con-</li> </ul>	nnactad" 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.	metted unrun								
Connect with the issuer or investment fund manager Insider of the issuer (other than an in-	vestment fund)								
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment	fund manager								
✓ None of the above									
d) Compensation details									
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Pu Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not repo services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for de on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.	rt payments for								
Cash commissions paid 21,000.00 Security codes Security code 1 Security code	2 Security code 3								
Value of all securities distributed as									
compensation <sup>4</sup>									
Describe terms of warrants, options or other rights Each warrant is exercisable into one common share at an exercise price of \$0.40 per share									
Other compensation <sup>5</sup> Describe									
Total compensation paid 21,000.00									
Check box if the person will or may receive any deferred compensation (describe the terms below)									
<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercise									
additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options rights exercisable to acquire additional securities of the issuer.	, warrants or other								
<sup>5</sup> Do not include deferred compensation.									

Ιτεμ	9 - DIRECTORS, EXECUTIV	VE OFFICERS A	ND PROMO	TERS OF THE I	SSUER						
lf th	he issuer is an investment fund, c	lo not complete Ite	em 9. Procced t	o Item 10.							
Indi	icate whether the issuer is any of th	e following (select a	ll that apply).								
Ŀ	Reporting issuer in any jurisdic	tion of Canada									
Ľ	Foreign public issuer										
Ľ	Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup>										
	Provide name o	of reporting issuer									
Ľ	Wholly owned subsidiary of a f	oreign public issue	r <sup>6</sup>								
	Provide name of for	eign public issuer									
Ľ	Issuer distributing eligible forei	gn securities only to	o permitted clien	ts <sup>7</sup>							
lf ti	he issuer is at least one of the ab	ove, do not compl	ete Item 9(a) –	(c). Proceed to Ite	m 10.						
secu <sup>7</sup> Che	issuer is a wholly owned subsidiary writies that are required by law to be ecck this box if it applies to the curr ts. Refer to the definitions of "eligit If the issuer is none of the ab	e owned by its direct ent distribution even ole foreign security	ctors, are benefic on if the issuer m " and "permitted	cially owned by the ade previous distri client" in Part B(1)	reporting issuer butions of other t	or the foreig types of sec	n publ	ic issue	er, respectively.		
a)	Directors, executive officers a		•								
Pro	ovide the following information for ritory; otherwise state the country.	each director, execu	itive officer and p				ıda, sta	te the p	province or		
	Organization or company name	Family name	First given name	Secondary give names	n Business Ic non-indivi reside jurisdict indivio	dual or ntail ion of	l or l issuer of (select all that		that		
					Province o	r country	D	0	Р		
b)	Promoter information		·	·							
, If t	the promoter listed above is not an thin Canada, state the province or t										
	Organization or company name Family name Family name name name Rescondary given names Residential jurisdiction of individual										
					Province or country	D		C	>		
c)	Residential address of each in	ndividual									
Con	nplete Schedule 2 of this form pr	oviding the full re	sidential addre	ss for each individ	lual listed in Ite	m 9(a) and	(b) an	d atta	ch 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 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.

Full legal name	Doerksen	Trevor Lee			
	Family name	First given name		Secondary given names	
Title	Director				
Name of issuer/underwriter/ investment fund manager	ePlay Digital Inc.				
Telephone number	4036081923	Email address			
Signature	Trevor Lee Doerksen	Date	2016	12	12
		_	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
 Faris
 Monita
 Title
 Corp Admin

 Family name
 First given name
 Secondary given names
 Secondary given names
 Title
 Corp Admin

 Name of company
 ePlay Digital Inc.
 Email address
 monita.faris@gmail.com

#### 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.