Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8626168

ITEM 1 - REPORT TYPE							
TIEW I - REPORT TYPE							
☐ New report							
Amended report If amended, provide filing date of report that is being amended 2018 10 09 (YYYY-MM-DD)							
ITEM 2 - PARTY CERTIFYING THE REPORT							
Indicate the party certifying the report (select only one). For go Instrument 81-106 Investment Fund Continuous Disclosure ar	r guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National and the companion policy to NI 81-106.						
☐ Investment fund issuer							
✓ Issuer (other than an investment fund)							
Underwriter							
ITEM 3 - ISSUER NAME AND OTHER IDENTIFIE	· ·						
Provide the following information about the issuer, or if the is.							
Full legal name BERTRAM C	CAPITAL FINANCE, INC.						
Previous full legal name							
If the issuer's name changed in the last 12 months, pr	provide most recent previous legal name.						
Website	(if applicable)						
If the issuer has a legal entity identifier, provide below. Refer t	er to Part B of the Instructions for the definition of "legal entity identifier".						
Legal entity identifier							
If two or more issuers distributed a single security, provide the	the full legal name(s) of the co-issuer(s) other than the issuer named above.						
Full legal name(s) of co-issuer(s)	(if applicable)						
ITEM 4 - UNDERWRITER INFORMATION							
If an underwriter is completing the report, provide the underw	erwriter's full legal name and firm NRD number.						
Full legal name							
Firm NRD number	(if applicable)						
If the underwriter does not have a firm NRD number, provide	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 (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 2 2 0					
If the issuer is in the mining industry , 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 ☐ Real estate ☐ Commercial/business debt ☐ Consumer debt ☐ Private companies					
☐ Cryptoassets					
b) Number of employees					
Number of employees: ✓ 0 - 49					
c) SEDAR profile number					
Does the issuer have a SEDAR profile?					
No					
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 Financial year-end 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	☐ \$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 inves	tment fund, provide the following information.						
a) Investment fund ma	anager information						
Full legal name							
Firm NRD number	(if applicable)						
If the investment fund mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.						
Street address							
Municipality	Province/State Province/State						
Country	Postal code/Zip code						
Telephone number	Website (if applicable)						
b) Type of investment	fund						
Type of investment fund tha	nt most accurately identifies the issuer (select only one) .						
Money market	☐ Equity ☐ Fixed income ☐ Balanced						
Alternative strateg	gies Cryptoasset Other (describe)						
	h of the following apply to the investment fund .						
	n other investment fund issuers						
☐ Is a UCITs Fund¹							
¹ Undertaking for the Collec (EU) directives that allow co	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union ollective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.						
c) Date of formation a	nd financial year-end of the investment fund						
Date of format	tion Financial year-end MM DD						
d) Reporting issuer st	atus of the investment fund						
Is the investment fund a rep	orting issuer in any jurisdication of Canada?						
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.						
AII	AB BC MB NB NL NT						
□ NS □	NU ON PE QC SK T						
e) Public listing status	e) Public listing status of the investment fund						
If the investment fund has a	CUSIP number, provide below (first 6 digits only)						
CUSIP number							
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's 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							
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 \$).							
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M						
\$100M to under \$500	DM S500M to under \$1B S1B or over Date of NAV calculation: YYYY MM DD						

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

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.

Jerre	date 1 of the report.								
a)	Currency								
	Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. Canadian dollar								
b)	Distribution date(s)								
as b	State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date 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	2018	09	28	End date	2018	09	28	
		YYYY	MM	DD		YYYY	ММ	DD	

c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

					Canadian \$	
Security CUSIP number (if applicable)		 I Description of security		Single or lowest price	Highest price	Total amount
\$	S U B	Each subscription receipt shall entitle the holder to receive, upon automatic exchange and without payment of additional consideration 1 share of common stock and one half of one warrant to purchase a share of common stock of Bertram Capital Finance, Inc.	1,647,454.00	2.9700		4,892,961.88

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Convertible / exchangeable security code		changeable Underlying		exchangeable Underlying Exercise price			Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)	
						Lowest	Highest			
8	Ν	Т	S	U	В	4.4500		2020-09-28	1:1	Each whole warrant underlying the subscription receipts is exercisable to acquire 1 share of common stock of Bertram Capital Finance, Inc. at an exercise price of C\$4.45 per share for 24 months from the closing date.

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 the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of 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	Exemption relied on	Number of unique ²⁸ purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.5 [Family, friends and business associates]	9	99,849.98
Alberta	NI 45-106 2.3 [Accredited investor]	18	1,063,030.42
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	7	143,498.09
British Columbia	NI 45-106 2.3 [Accredited investor]	39	2,867,280.27
Ontario	NI 45-106 2.5 [Family, friends and business associates]	1	5,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	19	604,303.13
Québec	NI 45-106 2.3 [Accredited investor]	2	109,999.99
	4,892,961.88		

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one 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. 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	

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.

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)

^{2b} 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.

ITEM 8 - COMPENSATION INFORMATION								
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.								
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.								
No ✓ Yes If yes, indicate number of persons compensated. 2								

a) Name of person comp	a) Name of person compensated and registration status						
Indicate whether the person cor	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 indiv	idual						
		Family name	Fir	st given name	Secondary given names		
If the person compensated is no	t an individual, prov	vide the following info	rmation.				
Full legal name	of non-individual	MACKIE RESEAL	RCH CAPITAL	CORP			
Fi	rm NRD number	3 0 7	0	(if a	pplicable)		
Indicate whether the person cor	npensated facilitate	d the distribution thro	ugh a funding poi	tal or an internet-base	ed portal. Ves		
b) Business contact infor	mation						
If a firm NRD number is not pro	ovided in Item 8 (a),	provide the business c	ontact informatio	n of the person being o	compensated.		
Street address							
Municipality				Province/Stat	е		
Country]	Postal code/Zip cod	e		
Email address				Telephone number	er		
c) Relationship to issuer	or investment fur	id manager					
Indicate the person's relationshi the Instructions and the meanin	•		-		neaning of "connected" in Part B(2) of on.		
Connect with the issu	er or investment fu	nd manager		Insider of the issuer	other than an investment fund)		
Director or officer of the	ne investment fund	or investment fund m	anager	Employee of the issu	er or investment fund manager		
✓ None of the above							
d) Compensation details							
Canadian dollars. Include cash c	ommissions, securit ch as clerical, printir	ies-based compensationg, legal or accounting	on, gifts, discounts services. An issue	or other compensatio er is not required to ask	distribution. Provide all amounts in n. Do not report payments for services a for details about, or report on, internal		
Cash commissions pa		880.90					
Value of all securitie				Security code 1			
distributed as compensatio	-		Security codes				
Describe terms of warrants, options or other rights Each broker warrant of Bertram Capital Finance, Inc. is exercisable to acquire one share of common stock of Bertram Capital Finance, Inc. at an exercise price of C\$2.97 per share for a period of 24 months from the closing date.							
Other compensation	n ⁵	Describe					
Total compensation pa	id 2,8	80.90					
An additional cash commission of \$2880.9 and an additional 970 broker warrants will be paid when the escrow is released.							
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.							

a) Name of person compe	ensated and regi	stration status						
Indicate whether the person com	pensated is a regis	trant.	☐ No		✓ Ye	es		
If the person compensated is an	individual, provide	the name of the ind	lividual.					
Full legal name of indivi	dual							
		Family name		First given name			Secondary given names	
If the person compensated is not	an individual, prov	ride the following in	formation.					
Full legal name of non-individual ECHELON WEALTH PARTNERS								
Firm NRD number 3 2		3 2	4 2	0		(if applicable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Yes								
b) Business contact inform	nation							
If a firm NRD number is not pro	vided in Item 8 (a),	provide the business	contact infor	mation of	f the pers	son being con	npensated.	
Street address								
Municipality					Prov	vince/State		
Country				Postal code/Zip code				
Email address				Telephone number				
c) Relationship to issuer of	or investment fun	d 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 issue	er or investment fur	nd manager		Ins	sider of th	he issuer (oth	ner 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								
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 pai		00.25		, , , , , , , , , , , , , , , , , , ,	-		0 " 10 0 " 10	
Value of all securities		Security code 1 Security code 1 W N T			Security code 2 Security code 3			
distributed as compensation	14							
Describe terms of warrants, options or other rights Each broker warrant of Bertram Capital Finance, Inc. is exercisable to acquire one share of common stock of Bertram Capital Finance, Inc. at an exercise price of C\$2.97 per share for a period of 24 months from the closing date.							common stock of Bertram price of C\$2.97 per share	
Other compensation	5	Describ	е					
Total compensation pai	d 7,7	00.25						
Check box if the person will or may receive any deferred compensation (describe the terms below)								
An additional cash commission of \$7,700.25 and an additional 2592 broker warrants will be paid when the escrow is released.								
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.								

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER If the issuer is an investment fund, do not complete Item 9. Procced to Item 10. 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 jurisdiction of Canada Foreign public issuer Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada⁶ Provide name of reporting issuer Wholly owned subsidiary of a foreign public issuer⁶ Provide name of foreign public issuer Issuer distributing only eligible foreign securities and the distribution is to permitted clients only states of the distribution is to permitted clients only states of the distribution is to permitted clients only states of the distribution is to permitted clients only states of the distribution is to permitted clients only states of the distribution is to permitted clients only states only states of the distribution is to permitted clients only states only If the issuer is at least one of the above, do not complete Item 9(a) - (c). Proceed to Item 10. ⁶An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷Check 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. ✓ If the issuer is none of the above, check this box and complete Item 9(a) - (c). Directors, executive officers and promoters of the issuer a) Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter. Business location of non-individual or Relationship to issuer residentail Secondary given (select all that apply) jurisdiction of Organization or company name Family name First given name names individual D 0 Ρ Province or country / / Mascio Jeffery United States S. ✓ United States Harris Bradley ✓ ✓ Darrick United States Payne S. Radochonski Bernard United States Mann Joshua Alberta 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. Residential Relationship to promoter jurisdiction of Secondary given (select one or both if applicable) individual Family name First given name Organization or company name names Province or D 0 country

c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach 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, 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	Bertram Capital Finance, Inc.							
Full legal name	Mascio	Jeffery	A.					
	Family name	First given name	Secondary given names					
Title	Director							
Telephone number	3039497711	Email address	j.mascio@bertram.capital					
Signature	"Jeffery A. Mascio"	Date	2018 10 11					
			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	Khajeei	Sam		Title	Associate			
	Family name	First given name	Secondary given names					
Name of company	Nerland Lindsey							
Telephone number	4032999618	Em	ail address skhajeei@	nerlandlin	dsey.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.