# 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 (YYYY-MM-DD
ITEM 2 - PARTY CERTIFYING THE	REPORT		
Indicate the party certifying the report (sele National Instrument 81-106 Investment Fu			
Investment fund issuer			
✓ Issuer (other than an invest	stment fund)		
ITEM 2 ICCUED NAME AND OT			
ITEM 3 - ISSUER NAME AND OTH Provide the following information about the		vestment fund, about the fund	
Full legal name	Gar Limited	vestment jund, about the jund.	
Previous full legal name			
Website	ed in the last 12 months, provide most recent previous legal name. site (if applicable)		
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier". Legal entity identifier			
ITEM 4 - UNDERWRITER INFORM	ATION		
If an underwriter is completing the report, p	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 NRI	D number, provide the head off	ice contact information of the ur	nderwriter.
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 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 code 2 1 2 2 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.          Image: The production       Image: Transform Construction
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         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?
No       Yes       If yes, provide SEDAR profile number       0       0       0       4       7       4       4
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       YYYY     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.
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 investi	ment fund, provide the following information.
a) Investment fund ma	inager information
Full legal name	
Firm NRD number	(if applicable)
If the investment fund man	ager 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 Collectiv directives that allow collective	re 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
	orting 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.           AB         BC         MB         NL         NT
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 pub	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.
Exchange name	
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	S5M to under \$25M \$25M to under \$100M
\$100M to under \$500	
	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, 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 made. All do	ollar amounts	provided in	the report mu	ıst be in Canadia	n dollars.
✓ Canadian dollar	US dollar	Euro	Other	(describe)			
b) Distribution date(s)							
State the distribution start and end as both the start and end dates. If distribution period covered by the	the report is being filed						
Start da	ate 2017 11						
	YYYY MM	DD			YYYY	MM DD	
c) Detailed purchaser inform	nation						
Complete Schedule 1 of this f	orm for each purch	aser and atta	ch the sche	dule to th	e completed	l report.	
d) Types of securities distrib	outed						
Provide the following informatior Instructions for how to indicate th distributed. The information inclu <u>Asked Questions.</u>	ne security code. If prov	iding the CUSIP	number, indic	ate the full	9-digit CUSIP	number assigned	l to the security being
						Canadian	\$
Security code CUSIP number (if applicable)	Description of se	ecurity	Numbe		Single or lowest price	Highest price	Total amount
CMS			23,694	,877.00	0.3500	)	8,293,206.95
e) Details of rights and conv	vertible/exchangeab	le securities					
If any rights (e.g. warrants, option were distributed provide the con			•	-	-		exchangeable securities
were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.         Security       Underlying         Exercise price       Expiry date         Conversion							
code security code	(Canadian \$)         (YYYY- MM-DD)         ratio         Describe other items (if applicable)           Lowest         Highest         Image: Construction of the state of		applicable)				
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	E	Exemption relied on			Number of purchasers	Total amo	unt (Canadian \$)
Alberta	NI 45-106 2.3 [A	NI 45-106 2.3 [Accredited investor]			27	7	949,609.85
British Columbia	NI 45-106 2.3 [A	NI 45-106 2.3 [Accredited investor]			78	3	3,915,687.65
New Brunswick	NI 45-106 2.3 [A	NI 45-106 2.3 [Accredited investor]					159,999.70
Nova Scotia	NI 45-106 2.3 [A	NI 45-106 2.3 [Accredited investor]				2	192,500.00
Ontario	NI 45-106 2.3 [A	NI 45-106 2.3 [Accredited investor]			22	2	1,814,563.80
Québec	NI 45-106 2.3 [A	NI 45-106 2.3 [Accredited investor]			8	3	251,699.70
Australia	NI 45-106 2.3 [A	ccredited inv	estor]				39,998.00
China	NI 45-106 2.3 [A	ccredited inv	estor]				400,050.00
Hong Kong	NI 45-106 2.3 [A	ccredited inv	estor]				50,050.00
Japan         NI 45-106 2.3 [Accredited investor]         1         10,500.00			10,500.00				
	1			1			

	Total number of unique purchasers <sup>2</sup>	155	
Total dollar amount of securities distributed		8,293,206.95	
United States	NI 45-106 2.3 [Accredited investor]	4	176,198.75
United States	Other	3	90,299.65
United Kingdom	NI 45-106 2.3 [Accredited investor]	2	159,799.85
Switzerland	NI 45-106 2.3 [Accredited investor]	1	10,500.00
Thailand	NI 45-106 2.3 [Accredited investor]	1	8,750.00
Belgium	NI 45-106 2.3 [Accredited investor]	1	28,000.00
Andorra	NI 45-106 2.3 [Accredited investor]	1	35,000.00

<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)

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. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.
No       ✓ Yes       If yes, indicate number of persons compensated.       8
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 names
If the person compensated is not an individual, provide the following information.
Full legal name of non-individual Haywood Securities Inc.
Firm NRD number 1 6 3 0 (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.
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
Municipality Province/State
Country Postal code/Zip code
Email address Telephone number
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
✓ 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     50,663.00       Security codes     Security code 1       Security codes     Security code 2
Value of all securities distributed as compensation <sup>4</sup>
Describe terms of warrants, options or other rights \$0.35 until November 30, 2018.
Other compensation <sup>5</sup> Describe
Total compensation paid 50,663.00
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 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.

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 name	nes
If the person compensated is not an individual, provide the following information.	
Full legal name of non-individual Leede Jones Gable Inc	
Firm NRD number 5 7 7 0 (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	
Municipality Province/State	
Country Postal code/Zip code	
Email address Telephone number	
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 "cor 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.	nnected" in Part
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund manager	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. Pr Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not repor 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.	t payments for
Cash commissions paid 15,635.00 Security codes Security code 1 Security code	2 Security code 3
Value of all securities     Security codes     Security code 1     Security code 1	
distributed as compensation <sup>4</sup>	
Describe terms of warrants, options or other rights 44,670 finder's warrants exercisable into a com \$0.35 until November 30, 2018.	mon share at
Other compensation <sup>5</sup> Describe	
Total compensation paid 15,635.00	
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 exercis 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.	

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         Full legal name of individual
Full legal name of individual       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       PI Financial Corp.         Full legal name of non-individual       PI Financial Corp.       First given name       Secondary given names         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes         O       Business contact information       Image: Secondary Given Compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes         O       Business contact information       Image: Secondary Given Compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes         J a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.       Street address       Image: Secondary Given Compensated facilitated the distribution province/State         Country       Postal code/Zip code       Image: Secondary Given Compensation fund manager       Telephone number       Image: Secondary Given Compensation for the person's complexing this section.         Connect with the issuer or investment fund manager       Image: Secondary Given Compensation for the proves of complexing this section.       Image: Secondary Given Complexing this section. <t< td=""></t<>
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       PI Financial Corp.         Firm NRD number       5       2       9       0       (if applicable)         Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.       No       Yes <b>D</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
If the person compensated is not an individual, provide the following information.  Full legal name of non-individual PI Financial Corp. Firm NRD number 5 2 9 0 (ff 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 Country Country Province/State Country Province/State Country Province/State Country Province/State Country Fire address Country Fire address Country Fire address Fire addres Fire address Fire address Fire address F
Full legal name of non-individual       PI Financial Corp.         Firm NRD number       5       2       9       0       (if applicable)         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         Municipality       Province/State
Firm NRD number       5       2       9       0       (if applicable)         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       Image: No       Yes         If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.       Street address       Image: No       Yes         Municipality       Province/State       Image: No       Postal code/Zip code       Image: No       Yes         Country       Postal code/Zip code       Image: No       Image: No       Postal code/Zip code       Image: No       Image: No       Image: No       Image: No       Postal code/Zip code       Image: No
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.
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         Municipality         Country         Email address         Country         Postal code/Zip code         Email address         Country         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 (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       Mone of the above         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
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.         Street address
Street address
Municipality       Province/State         Country       Postal code/Zip code         Email address       Telephone number         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 or investment fund manager         Director or officer of the investment fund or investment fund manager       Employee of the issuer or investment fund manager         None of the above       Mone of the above         Direction 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
Country       Postal code/Zip code         Email address       Telephone number         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         None of the above       Ocompensation 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
Email address       Telephone number         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. <ul> <li>Connect with the issuer or investment fund manager</li> <li>Insider of the issuer (other than an investment fund)</li> <li>Director or officer of the investment fund or investment fund manager</li> <li>Remployee of the issuer or investment fund manager</li> <li>None 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 incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report</li> </ul>
Email address       Telephone number         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. <ul> <li>Connect with the issuer or investment fund manager</li> <li>Insider of the issuer (other than an investment fund)</li> <li>Director or officer of the investment fund or investment fund manager</li> <li>Remployee of the issuer or investment fund manager</li> <li>None 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 incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report</li> </ul>
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         □ 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
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         Director or officer of the investment fund or investment fund manager         Director or officer of the investment fund 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
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       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
<ul> <li>Director or officer of the investment fund or investment fund manager</li> <li>Director or officer of the investment fund or investment fund manager</li> <li>None of the above</li> </ul> <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
<ul> <li>None 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 incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report</li> </ul>
<ul> <li>d) 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 incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report</li> </ul>
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
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 24,150.00 Security codes Security code 1 Security code 2 Security code 3
Value of all securities     Security codes     Security code 1     Security code 2     Security code 3
distributed as compensation <sup>4</sup>
Describe terms of warrants, options or other rights 69,000 finder's warrants exercisable into a common share at \$0.35 until November 30, 2018.
Other compensation <sup>5</sup> Describe
Total compensation paid 24,150.00
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 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.

a) Name of person compensated and registration status	
Indicate whether the person compensated is a registrant. $\checkmark$ No $\Box$ Yes	
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 names
If the person compensated is not an individual, provide the following information.	
Full legal name of non-individual Skanderbeg Capital Advisors Inc.	
Firm NRD number (ii	f applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet	t-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 be	ing compensated.
Street address #488, 1090 West Georgia Street	
Municipality Vancouver Province/St	ate British Columbia
Country Canada Postal code/Zip co	ode V6E 3V7
Email address mario@skanderbegcapital.c Telephone num	ber 6046877130
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 B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completir	
Connect with the issuer or investment fund manager	er (other than an investment fund)
Director or officer of the investment fund or investment fund manager Employee of the is	suer 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 Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compens services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not re on, internal allocation arrangements with the directors, officers or employees of a non-individual compensate	sation. Do not report payments for quired to ask for details about, or report
Cash commissions paid 98,346.00 Security codes Security codes	e 1 Security code 2 Security code 3
Value of all securities distributed as	Т
compensation <sup>4</sup>	
Describe terms of warrants, options or other rights 280,987 finder's warrants exercise \$0.35 until November 30, 2018	cisable into a common share at
Other compensation <sup>5</sup> Describe	
Total compensation paid 98,346.00	
Check box if the person will or may receive any deferred compensation (describe the terms below	v)
<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or a additional securities of the issuer. Indicate the security codes for all securities distributed as compensation	
rights exercisable to acquire additional securities of the issuer.	, <u></u>

a) Name of person com	pensated and registration status
Indicate whether the perso	on compensated is a registrant. $\checkmark$ No $\square$ Yes
If the person compensated is	an individual, provide the name of the individual.
Full legal name of indi	vidual
	Family name First given name Secondary given names
If the person compensated	is not an individual, provide the following information.
Full legal name	e of non-individual Sal Western Enterprises Inc.
F	Firm NRD number (if applicable)
Indicate whether the person	n compensated facilitated the distribution through a funding portal or an internet-based portal.  Ves
b) Business contact info	ormation
If a firm NRD number is not	provided in Item 8 (a), provide the business contact information of the person being compensated.
Street address	#488, 1090 West Georgia Street
Municipality	Vancouver Province/State British Columbia
Country	Canada Postal code/Zip code V6E 3V7
Email address	svvl@shaw.ca Telephone number 6047102100
c) Relationship to issue	r or investment fund manager
Indicate the person's relation	nship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part The meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.
Connect with the iss	uer 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	
d) Compensation detail	8
Canadian dollars. Include cas services incidental to the dist	sation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in sh commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for ribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report gements with the directors, officers or employees of a non-individual compensated by the issuer.
Cash commissions p	aid 90,000.00 Security codes Security code 1 Security code 2 Security code 3
Value of all securiti distributed compensati	es w N T
Describe	terms of warrants, options or other rights 257,142 finder's warrants exercisable into a common share at \$0.35 until November 30, 2018.
Other compensation	Describe
Total compensation p	aid 90,000.00
Check box if the p	erson will or may receive any deferred compensation (describe the terms below)
<sup>4</sup> Provide the approacts well	le of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire
additional securities of the i	issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other e additional securities of the issuer.

a) Name of person compensated and registration status						
Indicate whether the perso	mpensated is a registrant. 🔽 No 🗌 Yes					
If the person compensated is an individual, provide the name of the individual.						
Full legal name of indi	al Spooner Dominic					
	Family name First given name Secondary given	ven names				
If the person compensated	t an individual, provide the following information.					
Full legal name	non-individual					
F	NRD number (if applicable)					
Indicate whether the persor	npensated facilitated the distribution through a funding portal or an internet-based porta	l. 🗸 No 🗌 Yes				
b) Business contact info	tion					
If a firm NRD number is not	ided in Item 8 (a), provide the business contact information of the person being compenso	ated.				
Street address	21 West Hastings Street, 9th Floor					
Municipality	ncouver Province/State Britis	sh Columbia				
Country	nada Postal code/Zip code V6E	0C3				
Email address	pooner@iagto.ca Telephone number 6045	585140				
c) Relationship to issuer or investment fund manager						
-	with the issuer or investment fund manager (select all that apply). Refer to the meaning opeaning 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						
Director or officer of	nvestment fund or investment fund manager Employee of the issuer or inves	tment fund manager				
None of the above						
d) Compensation details						
Canadian dollars. Include cas services incidental to the dist	n paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution mmissions, securities-based compensation, gifts, discounts or other compensation. Do not ion, such as clerical, printing, legal or accounting services. An issuer is not required to ask nts with the directors, officers or employees of a non-individual compensated by the issue	t report payments for for details about, or report				
Cash commissions p	6,000.00 Security codes Security code 1 Security	ty code 2 Security code 3				
Value of all securiti distributed compensatio	W N T					
Describe terms of warrants, options or other rights \$0.35 until November 30, 2018.						
Other compensation	Describe					
Total compensation paid 6,000.00						
Check box if the person will or may receive any deferred compensation (describe the terms below)						
additional securities of the i	all securities distributed as compensation, <u>excluding</u> options, warrants or other rights e r. Indicate the security codes for all securities distributed as compensation, <u>including</u> op litional securities of the issuer.					

a) Name of person compe	ensated and regi	stration status					
Indicate whether the person	compensated is a i	registrant.	✓ No	Yes			
If the person compensated is an individual, provide the name of the individual.							
Full legal name of individual Slusar		lusarchuk	Bryan				
	Fai	nily name	First give	n name	Secondary given names		
If the person compensated is r	not an individual, p	provide the following i	nformation.				
Full legal name of non-individual							
Firr	Firm NRD number (if applicable)						
Indicate whether the person c	omnensated facilit	ted the distribution t	hrouah a fundina		<b>— —</b>		
b) Business contact inform	-						
If a firm NRD number is not pro		), provide the business	s contact informat	ion of the person b	eing compensated.		
Street address 3	3840 Blueberry	Drive					
	lission	-	1	Province/S	State British Columbia		
			]				
	anada		] +	Postal code/Zip c			
Email address br m	slusarchuk@k92 1	2mining.co		Telephone nun	nber 6043086525		
c) Relationship to issuer or investment fund manager							
Indicate the person's relationsh B(2) of the Instructions and the			-		the meaning of "connected" in Part ing this section.		
Connect with the issue	r or investment fur	nd manager		Insider of the issu	er (other than an investment fund)		
Director or officer of the	e investment fund	or investment fund m	anager	Employee of the is	ssuer 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	57,6	45.00	Security codes	Security co	de 1 Security code 2 Security code 3		
Value of all securities				W N	т		
distributed as compensation	4						
Describe terms of warrants, options or other rights \$0.35 until November 30, 2018.							
Other compensation <sup>5</sup>	;	Describe					
Total compensation paid	I 57,6	45.00					
Check box if the person will or may receive any deferred compensation (describe the terms below)							
					other rights exercisable to acquire		
	uer. Indicate the se	ecurity codes for all se			n, including options, warrants or other		
<sup>5</sup> Do not include deferred comp							

a) Name of person compensated and registration status							
Indicate whether the perso	on compensated is a registrant.	✓ No	Yes				
If the person compensated is an individual, provide the name of the individual.							
Full legal name of indi	vidual						
	Family name	First given n	ame Seco	ondary given names			
If the person compensated	is not an individual, provide the following i	nformation.					
Full legal name	e of non-individual Sparda Holdings	Ltd.					
F	Firm NRD number (if applicable)						
Indicate whether the persor	n compensated facilitated the distribution t	hrough a funding pol	rtal or an internet-base	ed portal. 🗹 No 🗌 Yes			
b) Business contact info	•			<u> </u>			
If a firm NRD number is not	provided in Item 8 (a), provide the business	s contact information	n of the person being co	ompensated.			
Street address	400-850 West Hastings Street						
Municipality	Vancouver	]	Province/State	British Columbia			
Country	Canada	- Po:	stal code/Zip code	V6C 1E1			
Email address	latika@spardacorporate.com	- T	elephone number	6048028492			
c) Relationship to issue							
Indicate the person's relation	nship with the issuer or investment fund mo						
B(2) of the Instructions and t	the meaning of "control" in section 1.4 of N	ll 45-106 for the purp	ooses of completing thi	s section.			
Connect with the iss	uer or investment fund manager		sider of the issuer (oth	ner than an investment fund)			
Director or officer of	the investment fund or investment fund m	anager 🗌 Er	mployee of the issuer	or investment fund manager			
✓ None of the above							
d) Compensation details	S						
Canadian dollars. Include cas services incidental to the dist.	sation paid, or to be paid, to the person ide sh commissions, securities-based compensa ribution, such as clerical, printing, legal or o gements with the directors, officers or emplo	ition, gifts, discounts accounting services. A	or other compensation An issuer is not require	n. Do not report payments for d to ask for details about, or report			
Cash commissions p	aid 22,915.00	Security codes	Security code 1	Security code 2 Security code 3			
Value of all securiti	Value of all securities		W N T				
distributed compensation							
Describe terms of warrants, options or other rights \$0.35 until November 30, 2018.							
	Describe	\$0.35 Until Nove	ember 30, 2018.				
Other compensation							
Check box if the person will or may receive any deferred compensation (describe the terms below)							
4 Dravida the energy of the	in of all accurition distributed as a second	ation avaluation set	and womants as all as	viable evereigeble to convict			
additional securities of the i	ie of all securities distributed as compensatissuer. Indicate the security codes for all s						
rights exercisable to acquire	e additional securities of the issuer.						

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 all that apply).									
Reporting issu	ier in any jurisdio	ction of Canada							
Foreign public	issuer								
Wholly owned	subsidiary of a	reporting issuer in a	iny jurisdiction of	f Canada <sup>6</sup>					
	Provide name	of reporting issuer							
Wholly owned	subsidiary of a	oreign public issue	r <sup>6</sup>						
Pro	ovide name of fo	reign public issuer							
Issuer distribu	ting eligible forei	gn securities only to	o permitted clien	ts <sup>7</sup>					
If the issuer is at lea	ist one of the al	oove, do not compl	ete Item 9(a) –	(c). Proceed to Ite	<i>m 10</i> .				
securities that are req <sup>7</sup> Check this box if it ap clients. Refer to the de	<sup>6</sup> An 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. <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, exe	cutive officers a	and promoters of	the issuer						
Provide the following territory; otherwise s							da, stai	te the p	province or
Organization or	Organization or company name Family name First given name		-	Secondary give names	en Business location of non-individual or residentail jurisdiction of individual		Relationship to issuer (select all that apply)		that
					Province o	r country	D	0	Р
b) Promoter infor	mation								
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 names			onship to promoter le or both if applicable)		
					Province or country	D		C	)
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 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	Liu	Bennett			
	Family name	First given name		Secondary give	en names
Title	Chief Financial Officer				
Name of issuer/underwriter/ investment fund manager	GAR Limited				
Telephone number	2365210576	Email address bliu	@redfer	nconsulting.	са
Signature	"Bennett Liu"	Date 2	2017	12	08
			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.

 $\checkmark$  Same as individual certifying the report

Full legal name				Title
	Family name	First given name	Secondary given names	
Name of company				
Telephone number		E	mail 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.