# Form 45-106F1 Report of Exempt Distribution

# IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TY	PE							
X New report								
Amended report	If amended, provide filing date of report that is being amended. (YYYY-MM-DD)							
ITEM 2 – PARTY CERTIFYING THE REPORT								
	Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.							
Investment fund is	ssuer							
X Issuer (other than	n an investment fund)							
Underwriter								
ITEM 3 – ISSUER NA	me and Other Identifiers							
Provide the following informatio	on about the issuer, or if the issuer is an investment fund, about the fund.							
Full lega	l name Lions Gate Metals Inc.							
Previous full lega	ıl name							
If the issuer's name ch	nanged in the last 12 months, provide most recent previous legal name.							
V	Vebsite (if applicable)							
If the issuer has a legal entity ide	entifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".							
Legal entity id	lentifier							
ITEM 4 HADEDWEE	TER INCORMATION							
ITEM 4 – UNDERWRI								
Full legal name	the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.							
Firm NRD number (if applicable)								
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.								
Street address								
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 0 0 2 1 2 2							
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 X 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							
b) Number of employees							
Number of employees: $\boxed{X} 0 - 49  50 - 99  100 - 499  500 \text{ or more}$							
c) SEDAR profile number							
Does the issuer have a SEDAR profile?  No X Yes If yes, provide SEDAR profile number 0 0 0 0 7 6 7 3							
If the issuer does not have a 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							
f) Reporting issuer status							
Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes							
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.  All 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 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 names							
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.							
\$\begin{align*} \\$0 \text{ to under \$5M} & \begin{align*} \\$5M \text{ to under \$25M} & \begin{align*} \\$25M \text{ to under \$100M} \\ \end{align*}							
\$100M to under \$500M \$500M to under \$1B \$1B or over							

ITEM 6 – INVESTMENT FUND ISSUER INFORMATION
If the issuer is an investment fund, provide the following information.
a) Investment fund manager information
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 Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow
collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
c) Date of formation and financial year-end of the investment fund
Date of formation YYYY MM DD Financial year-end MM DD
d) Reporting issuer status of the investment fund
Is the investment fund a reporting issuer in any jurisdiction of Canada? No Yes
If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.
☐ AII ☐ AB ☐ BC ☐ MB ☐ NB ☐ NL ☐ NT
NS NU ON PE QC SK YT
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 names of all exchanges on which its securities are listed. Include only the names of exchanges for which the investment fund has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange names
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 \$500M \$500M to under \$1B \$1B 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, 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.

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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.

X Canadian dollar US dollar Euro Other (describe)

### b) Distribution date(s)

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 2016 11 18 End date 2016 11 24

YYYY MM DD YYYY MM 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 that take place in a jurisdiction of Canada on a per security basis. Refer to Part A 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	\$	
5	Securi code	,	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
U	В	S		Units consisting of one common share and one common share purchase warrant	13,474,996	\$0.075	\$0.075	\$1,010,624.71
U	В	S		Units consisting of one common share and one common share purchase warrant	6,640,666	\$0.075	\$0.075	\$498,049.95
U	В	S		Units consisting of one common share and one common share purchase warrant	3,333,333	\$0.075	\$0.075	\$250,000

### 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.

Sec	ecurity code		Security code		Security code			nderlyi			e price dian \$)	Expiry date	Conversion	Describe other terms (if applicable)
	,		sec	urity c	ode	Lowest	Highest	(YYYY-MM-DD)	ratio	, 11				
W	N	Т	С	М	S	\$0.10	\$0.10	2018-11-18	1:1					
W	N	Т	С	М	S	\$0.10	\$0.10	2018-11-24	1:1					
W	N	Т	С	М	S	\$0.10	\$0.10	2018-11-24	1:1					

# 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 purchasers	Total amount (Canadian \$)
BC	S. 2.3 of NI 45-106	22	\$584,974.91
ON	S. 2.3 of NI 45-106	10	\$523,199.84
AB	S. 2.3 of NI 45-106	3	\$199,999.94
BC	S. 2.5 of NI 45-106	1	\$24,999.98
ON	S. 2.5 of NI 45-106	1	\$25,500
Hong Kong	S. 2.3 of NI 45-106	1	\$99,999.96
FL, USA	S. 2.5 of NI 45-106	1	\$50,000.03
ON	S. 2.14 of NI 45-106	1	\$100,000

Hong Kong	S. 2.14 of NI 45-106	1	\$150,000			
	Total dollar amount of securities distributed					
	Total number of unique purchasers <sup>2</sup>	42				

<sup>&</sup>lt;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. 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>&</sup>lt;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)
1.				
2.				
3.				

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 X Yes If yes, indicate number of persons compensated.
Name of person compensated and registration status
Indicate whether the person compensated is a registrant.  X No Yes
If the person compensated is an individual, provide the name of the individual.
Full legal name of individual Besharat Nima
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
Firm NRD number (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  X 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 Suite 1604, 2191 Yonge Street
Municipality Toronto Province/State Ontario
Country Canada Postal code/Zip code M4S 3H8
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 of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.  Connected 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
X 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 amount 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  Value of all securities distributed  Security code 1  Security code 2  Security code 3
as compensation <sup>4</sup> 0 Security codes U B S
Describe terms of warrants, options or other rights  Units issued are comprised of 458,100 Common shares and 458,100 warrants with an exercise price of \$0.10 for one common share per warrant. Each warrant is excercisable for a period of 24 months.
Other compensation <sup>5</sup> Describe
Total compensation paid
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, excluding options, warrants or other rights exercisable to acquire additional securities of the issue. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

ITEM 8 – COMPENSATION INFO	RMATION			
a) Name of person compensated ar	nd registration statu	S		
Indicate whether the person compensated is a re	gistrant.			
If the person compensated is an individual, provi	de the name of the inc	lividual.		
Full legal name of individual				
	Family name	First given name	Secondary given	names
If the person compensated is not an individual, p				
Full legal name of non-individu	Gravitas Secu	rities Inc.		
Firm NRD numb	er	(if applica	able)	
Indicate whether the person compensated facility  X No Yes	ated the distribution th	rough a funding portal or an inte	ernet-based portal.	
b) Business contact information				
If a firm NRD number is not provided in Item 8(d	a), provide the business	contact information of the perso	n being compensate	d.
Street address Bay-Adeiai	de Centre, 333 Bay	Street, Suite 1700		
Municipality Toronto		Province/State	Ontario	
Country Canada		Postal code/Zip code	M4H 2R2	
Email address		Telephone number		
c) Relationship to issuer or investm	ent fund manager			
Indicate the person's relationship with the issuer of the Instructions and the meaning of "control"  Connected with the issuer or investigation of the investment of the investment of the issuer or investment or investment of the issuer or investment of the issuer or investment or investment or investment or investment or investment or i	in section 1.4 of NI 45- tment fund manager investment fund) It fund or investment f	106 for the purposes of completing		"connected" in Part B(2)
d) Compensation details				
Provide details of all compensation paid, or to be in Canadian dollars. Include cash commissions, services incidental to the distribution, such as cle report on, internal allocation arrangements with Cash commissions paid \$41,921.99  Value of all securities distributed as compensation 0  Describe terms of warrants, or	ecurities-based compe rical, printing, legal or the directors, officers o	ensation, gifts, discounts or other of accounting services. An issuer is a counting services. An issuer is a corresponding services and	compensation. Do not required to ask fiction from the compensated by the Security code 2 exercise price of \$	ot report payments for for details about, or issuer.  Security code 3  0.10 for one
Other compensation <sup>5</sup>	Describe	for a period of 24 months.		
Total compensation paid \$41,921.99				
Check box if the person will or may r		ompensation (describe the terms	s below)	
<sup>4</sup> Provide the aggregate value of all securities distributed as Indicate the security codes for all securities distributed as <sup>5</sup> Do not include deferred compensation.	ns compensation, <u>excluding</u> compensation, <u>including</u> c	q options, warrants or other rights exerc ptions, warrants or other rights exercisa	isable to acquire addition able to acquire additiona	nal securities of the issuer. I securities of the issuer.

If the issuer is an investment fund,									
Indicate whether the issuer is any of t	he following (select al	ll that apply).							
X Reporting issuer in any juriso	diction of Canada								
Foreign public issuer									
Wholly owned subsidiary of a	a reporting issuer in a	ny jurisdiction	of Canada <sup>6</sup>						
Provide name	Provide name of reporting issuer								
Wholly owned subsidiary of a foreign public issuer <sup>6</sup>									
Provide name of foreign public issuer									
Issuer distributing eligible for	eign securities only t	o permitted clie	ents <sup>7</sup>						
If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. <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.									
If the issuer is none of the o	above, check this bo	x and complet	e Item 9(a) –	(c).					
a) Directors, executive offi	cers and promoter	s of the issue	r						
Provide the following information for territory, otherwise state the country.							da, stat	te the pro	ovince or
Organization or company name	or company name Family name First given Secondary giv		non-indi resid given jurisdi		location of ividual or dential ction of vidual		Relationship to issuer (select all that apply)		
						Province or country		0	Р
b) Promoter information									
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.									
Organization or company name	Family name	First given name	Secondary given	condary jurisdict		sidential Relationship to dividual Relationship to			
			names			D		0	

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.

604-602-6803

Full legal name	Davis	Emily				
	Family name	First given name	е	Secondary given names		
Title	Director					
Name of issuer/underwriter/ investment fund manager	Lions Gate Metals Inc.					
Telephone number	604-628-5616	Email address	edavis@tyandsons.com		ns.com	
Signature	Emily Davis	Date	2016 11 2		28	
		_	YYYY	MM	DD	

•		4 4	C	D
ш	TEM		CONTACT	PERSON

Telephone number

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	Mah	Gavin	Aaron	Title	Lawyer			
	Family name	First given name	Secondary given names	•				
Name of company	DuMoulin Black LLP							

## Notice – Collection and use of personal information

Email address

gmah@dumoulinblack.com

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 Schedule 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.

# SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)

# Schedule 1 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.

The information in this schedule 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.

### a) General information (provide only once)

- 1. Name of issuer
- 2. Certification date (YYYY-MM-DD)

Provide the following information for each purchaser that participated in the distribution. For each purchaser, create separate entries for each distribution date, security type and exemption relied on for the distribution.

# b) Legal name of purchaser

- 1. Family name
- 2. First given name
- 3. Secondary given names
- 4. Full legal name of non-individual (if applicable)

# c) Contact information of purchaser

- 1. Residential street address
- 2. Municipality
- 3. Province/State
- 4. Postal code/Zip code
- 5. Country
- 6. Telephone number
- 7. Email address (if available)

## d) Details of securities purchased

- 1. Date of distribution (YYYY-MM-DD)
- 2. Number of securities
- 3. Security code
- 4. Amount paid (Canadian \$)

### e) Details of exemption relied on

- 1. Rule, section and subsection number
- 2. If relying on section 2.3 [Accredited investor] of NI 45-106, provide the paragraph number in the definition of "accredited investor" in section 1.1 of NI 45-106 that applies to the purchaser. (select only one)
- 3. If relying on section 2.5 [Family, friends and business associates] of NI 45-106, provide:
  - a. the paragraph number in subsection 2.5(1) that applies to the purchaser (select only one); and
  - b. if relying on paragraphs 2.5(1)(b) to (i), provide:
    - i. the name of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser. (Note: if Item 9(a) has been completed, the name of the director, executive officer or control person must be consistent with the name provided in Item 9 and Schedule 2.)
    - ii. the position of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser.
- 4. If relying on subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) [Offering memorandum] of NI 45-106 and the purchaser is an eligible investor, provide the paragraph number in the definition of "eligible investor" in section 1.1 of NI 45-106 that applies to the purchaser. (select only one)

### f) Other information

- 1. Is the purchaser a registrant? (Y/N)
- 2. Is the purchaser an insider of the issuer? (Y/N) (not applicable if the issuer is an investment fund)
- 3. Full legal name of person compensated for distribution to purchaser. If the person compensated is a registered firm, provide the firm NRD number only. (Note: the name must be consistent with name of the person compensated as provided in Item 8.)

## **INSTRUCTIONS FOR SCHEDULE 1**

Any securities issued as payment for commissions or finder's fees must be disclosed in Item 8 of the report, not in Schedule 1.

**Details of exemption relied on** – When identifying the exemption the issuer relied on for the distribution to each purchaser, refer to the rule, statute or instrument in which the exemption is provided and identify the specific section and, if applicable, subsection or paragraph. For example, if the issuer is relying on an exemption in a National Instrument, refer to the number of the National Instrument, and the subsection or paragraph number of the specific provision. If the issuer is relying on an exemption in a local blanket order, refer to the blanket order by number.

For exemptions that require the purchaser to meet certain characteristics, such as the exemption in section 2.3 [Accredited investor], section 2.5 [Family, friends and business associates] or subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) [Offering memorandum] of NI 45-106, provide the specific paragraph in the definition of those terms that applies to each purchaser.

Reports filed under paragraph 6.1(1)(j) [TSX Venture Exchange offering] of NI 45-106 – For reports filed under paragraph 6.1(1)(j) [TSX Venture Exchange offering] of NI 45-106, Schedule 1 needs to list the total number of purchasers by jurisdiction only, and is not required to include the name, residential address, telephone number or email address of the purchasers.

# SCHEDULE 2 TO FORM 45-106F1 (CONFIDENTIAL DIRECTOR, EXECUTIVE OFFICER, PROMOTER AND CONTROL PERSON INFORMATION)

Schedule 2 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.

Complete the following only if Item 9(a) is required to be completed. This schedule also requires information to be provided about control persons of the issuer at the time of the distribution.

The information in this schedule 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.

# a) General information (provide only once)

- 1. Name of issuer
- 2. Certification date (YYYY-MM-DD)

# b) Business contact information of Chief Executive Officer (if not provided in Item 10 or 11 of report)

- 1. Email address
- 2. Telephone number

## c) Residential address of directors, executive officers, promoters and control persons of the issuer

Provide the following information for each individual who is a director, executive officer, promoter or control person of the issuer at the time of the distribution. If the promoter or control person is not an individual, provide the following information for each director and executive officer of the promoter and control person. (Note: names of directors, executive officers and promoters must be consistent with the information in Item 9 of the report, if required to be provided.)

- 1. Family name
- 2. First given name
- 3. Secondary given names
- 4. Residential street address
- 5. Municipality
- 6. Province/State
- 7. Postal code/Zip code
- Country
- 9. Indicate whether the individual is a control person, or a director and/or executive officer of a control person (*if applicable*)

### d) Non-individual control persons (if applicable)

If the control person is not an individual, provide the following information. For locations within Canada, state the province or territory, otherwise state the country.

- 1. Organization or company name
- 2. Province or country of business location

### **Questions:**

Refer any questions to:

### **Alberta Securities Commission**

Suite 600, 250 – 5th Street SW Calgary, Alberta T2P 0R4 Telephone: (403) 297-6454

Toll free in Canada: 1-877-355-0585

Facsimile: (403) 297-2082

### **British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2

valicouver, British Columbia V/1 1L2

Inquiries: (604) 899-6854

Toll free in Canada: 1-800-373-6393

Facsimile: (604) 899-6581 Email: inquiries@bcsc.bc.ca

### **The Manitoba Securities Commission**

500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: (204) 945-2548

Toll free in Manitoba 1-800-655-5244

Facsimile: (204) 945-0330

## Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Telephone: (506) 658-3060 Toll free in Canada: 1-866-933-2222

Facsimile: (506) 658-3059 Email: info@fcnb.ca

# Government of Newfoundland and Labrador Financial Services Regulation Division

P.O. Box 8700

Confederation Building 2nd Floor, West Block Prince Philip Drive

St. John's, Newfoundland and Labrador A1B 4J6

Attention: Director of Securities Telephone: (709) 729-4189 Facsimile: (709) 729-6187

# Government of the Northwest Territories Office of the Superintendent of Securities

P.O. Box 1320

Yellowknife, Northwest Territories X1A 2L9

Attention: Deputy Superintendent, Legal & Enforcement

Telephone: (867) 920-8984 Facsimile: (867) 873-0243

### **Nova Scotia Securities Commission**

Suite 400, 5251 Duke Street Duke Tower

P.O. Box 458

Halifax, Nova Scotia B3J 2P8 Telephone: (902) 424-7768 Facsimile: (902) 424-4625

## Government of Nunavut Department of Justice

Legal Registries Division P.O. Box 1000, Station 570 1st Floor, Brown Building Iqaluit, Nunavut XOA 0H0 Telephone: (867) 975-6590 Facsimile: (867) 975-6594

## **Ontario Securities Commission**

20 Queen Street West, 22<sup>nd</sup> Floor Toronto, Ontario M5H 3S8 Telephone: (416) 593- 8314 Toll free in Canada: 1-877-785-1555

Facsimile: (416) 593-8122

Email: exemptmarketfilings@osc.gov.on.ca

Public official contact regarding indirect collection of information:

**Inquiries Officer** 

#### **Prince Edward Island Securities Office**

95 Rochford Street, 4th Floor Shaw Building

P.O. Box 2000

Charlottetown, Prince Edward Island C1A 7N8

Telephone: (902) 368-4569 Facsimile: (902) 368-5283

### Autorité des marchés financiers

800, Square Victoria, 22e étage C.P. 246, Tour de la Bourse Montréal, Québec H4Z 1G3

Telephone: (514) 395-0337 or 1-877-525-0337 Facsimile: (514) 873-6155 (For filing purposes only) Facsimile: (514) 864-6381 (For privacy requests only)

Email: financementdessocietes@lautorite.qc.ca (For corporate finance issuers); fonds\_dinvestissement@lautorite.qc.ca (For

investment fund issuers)

### Financial and Consumer Affairs Authority of Saskatchewan

Suite 601 - 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: (306) 787-5879 Facsimile: (306) 787-5899

# Government of Yukon Department of Community Services

Law Centre, 3rd Floor 2130 Second Avenue Whitehorse, Yukon Y1A 5H6 Telephone: (867) 667-5314 Facsimile: (867) 393-6251