Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

Item 1 – Report Type								
New report X Amended report If amended, provide filin	g date of report that is being a	amended. 2017 03 14 (YYYY-MM-DD)						
ITEM 2 – PARTY CERTIFYING THE REPOR	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 issuer								
X Issuer (other than an investment fund)								
Underwriter								
ITEM 3 – ISSUER NAME AND OTHER IDE	NTIFIERS							
Provide the following information about the issuer, or if the issu	uer is an investment fund, about ti	he fund.						
Full legal name Alta Vista Ventur	es Ltd.							
Previous full legal name								
If the issuer's name changed in the last 12 months, p	provide most recent previous legal	name.						
Website www.altavistave	ntures.com (if ap	oplicable)						
If the issuer has a legal entity identifier, provide below. Refer to	Part B of the Instructions for the o	definition of "legal entity identifier".						
Legal entity identifier								
ITEM 4 – UNDERWRITER INFORMATION								
<i>If an underwriter is completing the report, provide the underwr</i>	iter's full legal name and firm Nat	ional Registration Database (NRD) number						
Full legal name								
Firm NRD number	(if applicable)							
	(if applicable)							
If the underwriter does not have a firm NRD number, provide t	he 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 Statistics Canada's NAICS industry search tool .
NAICS industry code 5 4 1 3 6 0
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.
Exploration Development Production
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.
Mortgages Real estate Commercial/business debt Consumer debt Private companies
b) Number of employees
Number of employees: X 0 – 49 50 – 99 100 – 499 500 or more
c) SEDAR profile number
Does the issuer have a <u>SEDAR</u> profile?
No X Yes If yes, provide SEDAR profile number 0 0 0 7 7 3 4
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 Image: Second sec
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
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.
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M
\$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION

If the issuer is an investr	nent fund, provide the following information.
a) Investment fund	manager information
Full legal name	
Firm NRD Number	(if applicable)
If the investment fund manag	er 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 investme	nt fund
Type of investment fund that i	nost accurately identifies the issuer (select only one).
Money market	Equity Fixed income
Balanced	Alternative strategies Other (describe)
	of the following apply to the investment fund.
	in other investment fund issuers
¹ Undertaking for the Collective Inve	stment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow
collective investment schemes to op	perate 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 MM DD
d) Reporting issuer	status of the investment fund
Is the investment fund a repor	ting issuer in any jurisdiction of Canada? No Yes
If yes, select the jurisdictions o	f Canada in which the investment fund is a reporting issuer.
	AB BC MB NB NL NT
NS	NU ON PE QC SK YT
	us of the investment fund
	USIP number, provide below (first 6 digits only).
CUSIP number	
	cly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges 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 ir	vestment 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	
	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 dollar amounts provided in the report must be in Canadian X Canadian dollar US dollar Euro Other (describe)	ın dollars.
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 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 the distribution period covered by the report.	
Start date 2017 03 06 End date 2017 03 06 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.

S	ecuri code		CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
U	В	S	021342209	Units, each unit consisting of one common share and one share purchase warrant to entitle the holder to purchase one additional common share	5,190,000	0.05	0.05	259,500

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	Security code			Underlying security code		Exercise price (Canadian \$)		Expiry date		
						Lowest	Highest	(YYYY-MM-DD)	ratio	
W	Ν	Т	С	Μ	S	0.10	0.10	2018-03-06		

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 \$)			
AB	NI 45-106 (s. 2.3)	1	25,000			
BC	NI 45-106 (s. 2.3)	5	50,000			
BC	NI 45-106 (s. 2.5)	1	10,000			
ON	NI 45-106 (s. 2.5)	12	164,500			
Belize	NI 45-106 (s. 2.3)	1	10,000			
	Total dollar amount of securities distributed					
	Total number of unique purchasers ²	20				

²In 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.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³*Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.				
2.				
3.				

ITEM 8 – COMPENSAT	ION INFORM	MATION											
Provide information for each perso with the distribution. Complete ad											ion in	connectio	on
Indicate whether any compensation No X Yes	-	l be paid, in connec es, indicate numbe				1.	2						
a) Name of person com	pensated and r	egistration statu	S										
Indicate whether the person compe	nsated is a registi	rant.											
If the person compensated is an inc		he name of the ind	lividual.								1		
Full legal name of individu		mily name		rst aivon	namo		6	ocondo		namo			
If the person compensated is not a				rst given	name		5	econda	ry giver	i name:	>		
Full legal name of	-												
-	NRD number	5 2 9	0		(if	applic	able)						
Indicate whether the person compe x No Yes			-	ling pol				ased p	ortal.				
b) Business contact info	rmation												
If a firm NRD number is not provid			contact info	rmatior	n of the	e perso	n being	g comp	pensate	ed.			
Street address	1900-666 Burr	ard Street											
Municipality	Vancouver			Prov	/ince/	State	B.C						
Country	Canada		Pos	tal cod	e/Zip	code	V60	C 3N1					
Email address	jamiabel@pifir	nancial.com	Те	elepho	ne nu	mber	604	-664-	2900				
c) Relationship to issue	r or investment	fund manager											
Indicate the person's relationship w of the Instructions and the meaning Connected with the is Insider of the issuer (g of "control" in se ssuer or investme	ection 1.4 of NI 45- ent fund manager								f "conn	ected"	in Part B	3(2)
		,		_									
Director or officer of t			ina manage	ſ									
Employee of the issu	er or investment f	und manager											
x None of the above													
d) Compensation details													
Provide details of all compensation in Canadian dollars. Include cash c services incidental to the distributio report on, internal allocation arran Cash commissions paid	ommissions, secu on, such as clerica	rities-based compe l, printing, legal or	nsation, gift: accounting	s, discou services	unts or . An iss	other of the suer is a	compei not req	nsatior quired i	n. Do n to ask j	ot repo for det	ort pay. ails ab	ments fo	
Value of all securities distributed	NU	Soo	uritu oodoo	Secu	urity coo	de 1	Sec	urity co	de 2	Sec	curity co	ode 3	
as compensation ⁴	Nil	Sec	urity codes	W	Ν	Т							
Describe terms of	of warrants, option	ns or other rights	80,000 w common March 6,	share								one	
Other compensation ⁵		Describe											
Total compensation paid	4,000]											
Check box if the persor	n will or may rece	ive any deferred co	ompensatio	n (descr	ibe the	e terms	s belov	v)					
⁴ Provide the aggregate value of all securi Indicate the security codes for all securitie ⁵ Do not include deferred compensation.													r.

ITEM 8 – COMPENSAT	ION INFORM	MATION						
Provide information for each person with the distribution. Complete a								
Indicate whether any compensation				-	-			
No X Yes	lf ye	es, indicate number	of persons	compensated.	2			
a) Name of person com	npensated and r	registration status						
Indicate whether the person compensated is a registrant.								
If the person compensated is an in	If the person compensated is an individual, provide the name of the individual.							
Full legal name of individe								
		amily name		st given name	Secondary give	en names		
If the person compensated is not of Full legal name of	-							
_								
Firm Indicate whether the person comp	NRD number		9 0	(if applica				
X No Yes			uyn a junc	ing portat of an inter	met-basea portai.			
b) Business contact inference of the second sec								
If a firm NRD number is not provid			ontact info	rmation of the persor	n being compensa	ted.		
Street address	459-409 Gran	Ville Street	1		<u> </u>			
Municipality	Vancouver]	Province/State	BC			
Country	Canada		Post	al code/Zip code	V6C 1T2			
Email address	ynieken@fore	mostcapital.com	Te	elephone number	604-899-1144			
c) Relationship to issue	er or investment	fund manager						
Indicate the person's relationship of the Instructions and the meanin Connected with the i	ng of "control" in s	ection 1.4 of NI 45-1				of "connected" in Part B(2)		
Insider of the issuer	(other than an inv	restment fund)						
Director or officer of	the investment fu	nd or investment fur	nd manage	r				
Employee of the issu			-					
X None of the above		0						
d) Compensation detail Provide details of all compensation		id to the person ide	ntified in Ite	m 8(a) in connection	with the distribut	ion Provide all amounts		
in Canadian dollars. Include cash services incidental to the distributi report on, internal allocation arran Cash commissions paid	commissions, secu on, such as clerica	rities-based compen II, printing, legal or a	sation, gifts ccounting s	s, discounts or other c services. An issuer is r	compensation. Do not required to ask	not report payments for c for details about, or		
Value of all securities distributed	N.I'I			Security code 1	Security code 2	Security code 3		
as compensation ⁴	Nil	Secu	rity codes	W N T				
Describe term	s of warrants, opt	tions or other rights		warrants, each exe n share at an exer 5, 2018				
Other compensation ⁵		Describe						
Total compensation paid	1,750]						
Check box if the perso	n will or may rece	eive any deferred cor	npensatior	(describe the terms	below)			
⁴ Provide the aggregate value of all secur Indicate the security codes for all securit								
⁵ Do not include deferred compensation.		periodicin, <u>moluding op</u> t	.cno, martant	e er enter righte exercisa				

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER
If the issuer is an investment fund, do not complete Item 9. Proceed to Item 10.
Indicate whether the issuer is any of the following (select all that apply).
X Reporting issuer in any jurisdiction of Canada
Foreign public issuer
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶
Provide name of reporting issuer
Wholly owned subsidiary of a foreign public issuer ⁶
Provide name of foreign public issuer
Issuer distributing eligible foreign securities only to permitted clients ⁷
If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. ⁶ 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.
⁷ 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 above, check this box and complete Item 9(a) – (c).

Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residential jurisdiction of individual		Relationship to issuer (select all that apply)		
				Province or country	D	0	Р	

b) Promoter information

a)

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.

Family name	First given name	Secondary given names	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)		
			Province or country	D	0	
	Family name		Family name First given given	Family name First given name Secondary given names jurisdiction of individual Province or Province or Province or	Family name First given name Secondary given name jurisdiction of individual Relationship (select one or brain to the select one or brain to the s	

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	Shaffer	Laara			
	Family name	First given name	e	Secondary given names	
Title	Corporate Secretary				
Name of issuer/underwriter/ investment fund manager	Alta Vista Ventures Ltd.				
Telephone number	604-669-5762	Email address	timelinefilings@gmail.com		mail.com
Signature	"Laara Shaffer"	Date	7 03 16		16
			YYYY	MM	DD

ITEM 11 - CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report							
Full legal name	Tupper	Lee		Scott	Title	Solicitor	
	Family name	First given name	Secondary giv names	ven			
Name of company	Tupper Jonsson & Yeadon, Barristers and Solicitors						
Telephone number	604-640-6358		Email address	tuppe	r@securit	eslaw.bc.ca	

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 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.