Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE								
✓ New report								
Amended report If amended, provide	Submission ID of report that is	being amended:	(Example: EDR1234567890-123)					
ITEM 2 - PARTY CERTIFYING T	HE REPORT							
Indicate the party certifying the report (sell National Instrument 81-106 Investment Fu		-						
✓ Issuer (Other than an investment fund)	✓ Issuer (Other than an investment fund)							
Underwriter								
ITEM 3 – ISSUER NAME AND OT	THER IDENTIFIERS							
Provide the following information about th	e issuer, or if the issuer is an in	ovestment fund, about the fund						
Quinsam Capital Corporation								
Previous full legal name If the issuer's nar	me changed in the last 12 mont	ths, provide most recent previo	us legal name.					
	<u> </u>							
Website (if applicable)								
www.quinsamcapital.com/								
If the issuer has a legal entity identifier, pr	ovide below. Refer to Part B of	the Instructions for the definiti	on of "legal entity identifier".					
Legal entity identifier	7							
ITEM 4 – UNDERWRITER INFOR	RMATION							
If an underwriter is completing the report, pure Full legal name	provide the underwriter's full leg	gal name and firm National Reg	istration Database (NRD) number.					
Does the Underwriter's Firm have an NRD Number? Firm NRD number								
□ No □ Yes								
If the underwriter does not have a firm NR	D number, provide the head off	ice contact information of the ι	nderwriter.					
Street address	Municipality	Province/State	Postal/ZIP code					
Country	Telephone number	Website (if applicable)						

ITEM 5 - ISSUER INFORMATION							
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 523990							
If the issuer is in the mining industry , independent the mining industry. Select the category the Exploration Development Production	at best describes the issue		hat provide services to issuers operating in				
Is the issuer's primary business to invest a ☐ Mortgages ☐ Real estate ☐ Commer	-						
b) Number of employees							
√ 0 - 49	or more						
c) SEDAR profile number							
Does the issuer have a <u>SEDAR</u> profile? ☐ No ✓ Yes	If yes, provide SEDAR pro 00020657	file number:					
d) Head office address		If the issuer does not h	nave a SEDAR profile, complete Item 5(d) – (h).				
Street address	Municipality	Province/State	Postal/ZIP code				
Country	Country Telephone number						
e) Date of formation and financial yea	r-end						
Date of formation	Financial year-end						
July 0. 10 mails.	Timanolar year ena						
f) Reporting issuer status							
Is the issuer a reporting issuer in any juriso	diction of Canada?						
If yes, select the jurisdictions of Canada in ☐ AII ☐ AB ☐ BC ☐ MB ☐ NS ☐ NU ☐ ON ☐ PE	NB NL	ting issuer. NT YT					
g) Public listing status							
Does the issuer have a CUSIP number? No Yes	CUSIP number (provide i	first 6 digits only)					
the issuer has applied for and received a li	_		de only the names of exchanges for which s.				
Exchange names: Not Applicable Toro	onto Stock Exchange	TSX Venture Exchange	Canadian Securities Exchange				
☐ Aequitas Neo Exchange ☐ Aus	tralian Securities Exchange	Deutsche Boerse	Euronext				
☐ London Stock Exchange ☐ Nas	daq	New York Stock Exchange	Shanghai Stock Exchange				
Shenzhen Stock Exchange Stock	ck Exchange Of Hong Kong	Tokyo Stock Exchange	OTHER				
If other, describe:							
h) Size of issuer's assets							
the size of the issuer's assets at the distril	bution end date.		s not existed for a full financial year, provide				
	I to under \$25M	\$25M to under \$100M					
\$100M to under \$500M \$500	0M to under \$1B	\$1B or over					

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.

	_	
a١	Currer	าดง

Select the currency or currencies in which the distribution was n	nade. All dollar amounts provided in the report must be in Canadian dollars.
✓ 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	End Date
2017-12-11	2017-12-11

c) Detailed purchaser information

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

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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 \$					
Security code	CUSIP number	Number of securities	Single or lowest price	Highest price	Total amount	
UBS		46,000,000.0000 0.2500 11,500				
Description of security: Each Unit consists of one common share in the capital of the Issuer and one-half of one common share purchase warrant.						

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.

Not Applicable

Security code	Underlyin security	٠,	rcise price nadian \$) Expiry date (YYYY-MM-DD)		Conversion ratio	
5545	code	Lowest	Highest	(
WNT	CMS 0.4000			2019-12-11	1:1	
Describe other terms: Each whole Warrant entitles the holder to purchase one Common Share at a price of CAN\$0.40 per Common Share until the (if applicable) date which is twenty-four (24) months following the closing date of December 11, 2017.						

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 of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	83	5,290,000.0000
Ontario	NI 45-106 2.5 [Family, friends and business associates]	2	20,000.0000
Alberta	NI 45-106 2.3 [Accredited investor]	57	2,894,250.0000
British Columbia	NI 45-106 2.3 [Accredited investor]	53	1,608,250.0000
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	1	50,000.0000
Quebec	NI 45-106 2.3 [Accredited investor]	11	517,500.0000
New Brunswick	NI 45-106 2.3 [Accredited investor]	3	275,000.0000
Panama	1	50,000.0000	

	Total number of unique purchasers ²	219		
	Total dollar amount of securit	ies distributed	11,500,000.0000	
Other exemption: OSC Policy 1.5				
United Kingdom	Other – describe	1	15,000.0000	
Other exemption: OSC Policy 1.5				
Liechtenstein	Other – describe	1	25,000.0000	
Other exemption: OSC Policy 1.5				
Israel	Other – describe	1	20,000.0000	
Other exemption: OSC Policy 1.5				
Switzerland	Other – describe	1	25,000.0000	
Other exemption: OSC Interpretat	ion Note 1			
United States	Other – describe	4	710,000.0000	
Other exemption: OSC Policy 1.5				
Tanana	Carlot docoriso		33,333.3333	

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

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.

√ Not Applicable

	Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.			\square Y \square N		

ITEM 8 - COMPENSATIO	N INFORMATIO	ON					
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 No ✓ Yes	ion was paid, or will	be paid, in connection	n with the dis	tribution.			
PERSON 1							
a) Name of person compensation	ted and registratio	n status					
Indicate whether the person com ☐ No ✓ Yes	pensated is a regist	rant.					
If the person compensated is an individual, provide the full legal name of the individual. Family name First given name Secondary given names							
If the person compensated is not Full legal name of non-individual	an individual, provi	de the following inforn	nation.	Firm NRD number (if	annlicable)		
Canaccord Genuity Corp.				900			
Indicate whether the person com ✓ No ☐ Yes	pensated facilitated	the distribution throu	gh a funding	portal or an internet-ba	ased portal.		
b) Business contact information	on						
If a firm NRD number is not prov	ided in Item 8(a), pr	ovide the business co	ontact inform	ation of the person bei	ing compensated.		
Street address	Municipa	ality	Province/Sta	ite	Postal/ZIP code		
Country	Telephoi	ne number	Email addre	SS			
c) Relationship to issuer or in	vestment fund ma	nager					
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or in	the meaning of "cor	ntrol" in section 1.4 of	NI 45-106 fo		pleting this section	1.	
Insider of the issuer (other tha	n an investment fun	d)	✓ None	e of the above			
Director or officer of the invest	ment fund or investr	ment fund manager					
d) Compensation details							
Provide details of all compensati in Canadian dollars. Include cast for services incidental to the dist about, or report on, internal alloc	h commissions, sec tribution, such as cle	urities-based compen erical, printing, legal c	nsation, gifts, or accounting	discounts or other con services. An issuer is	npensation. Do no not required to as	ot report payments sk for details	
Cash commissions paid	863,200.0000						
Value of all securities distributed as	184,875.0000	Security code1 UNT	Sec	curity code2 CMS	Security code	e3 WNT	
compensation 4		Describe terms of wa	· •		- 4 - 2 \ \ \ \ \ \ 4 - 22 \ \	-14-0.00/ -446-	
The agent received 1,583,000 agent warrants (the "Agents' Warrants") equal to 8.0% of the total number of Units sold pursuant to the Brokered Offering. Each Agents' Warrant is exercisable into one Unit at an exercise price of C\$0.25 at any time prior to the date that is (36) months from the closing of the Offering. Each Unit consists of one (1) common share as						s' Warrant is to the date that is	
Other compensation ⁵		Describe					
Total compensation Paid	1,048,075.0000						
Check box if the person will o	or may receive any o	deferred compensation	n (describe th	ne terms below)			

securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.								
⁵ Do not include deferred compens								
PERSON 2								
a) Name of person compensate	d and registration	on status						
Indicate whether the person compe	ensated is a regis	trant.						
If the person compensated is an in	dividual, provide t	the full legal name of	the indivi	dual.				
Family name	First giv	en name	Se	econdary given na	ames	\neg		
If the person compensated is not a Full legal name of non-individual	n individual, provi	ide the following infor	mation.	Eirm NDD n	number (if one	vlicable)		
Gravitas Securities Inc.				26260	number <i>(if app</i>			
Indicate whether the person compe √No Yes	ensated facilitated	the distribution thro	ugh a fund	ding portal or an i	internet-based	l portal.		
b) Business contact information	ı							
If a firm NRD number is not provid	ed in Item 8(a), p	rovide the business o	contact in	formation of the p	person being o	compensated.		
Street address	Municip	ality	Provinc	e/State	Po	stal/ZIP code	_	
Country	Telepho	ne number	Email a	ddress			1	
c) Relationship to issuer or inve	estment fund ma	inager						
Indicate the person's relationship wart B(2) of the Instructions and the Connected with the issuer or invalidation of the issuer (other than Director or officer of the investment).	ne meaning of "convestment fund man	ntrol" in section 1.4 c nager nd)	of NI 45-1		es of complet issuer or inve	ing this section	n.	
d) Compensation details								
Provide details of all compensation in Canadian dollars. Include cash for services incidental to the distribution, or report on, internal allocates	commissions, sec	curities-based compe erical, printing, legal	nsation, (or accou	gifts, discounts or nting services. Ar	r other compe n issuer is not	nsation. Do no required to as	ot report paym sk for details	
Cash commissions paid								
Value of all securities	184,875.0000	Security code1 UN	Т	Security code2	CMS	Security cod	e3 WNT	
Describe terms of warrants, options or other rights The agent received 644,600 agent warrants (the "Agents' Warrants") equal to 8.0% of the total number of Units sold pursuant to the Brokered Offering. Each Agents' Warrant is exercisable into one Unit at an exercise price of C\$0.25 at any time prior to the date that is (36) months from the closing of the Offering. Each Unit consists of one (1) common share and one-half								isable onths
Other compensation ⁵ Describe								
Total compensation Paid	184,875.0000							
Check box if the person will or			,					
⁴ Provide the aggregate value of al securities of the issuer. Indicate th				-		-		

to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional

⁵ Do not include deferred comper	sation.						
PERSON 3							
a) Name of person compensat	ed and registration	on status					
Indicate whether the person com ☐ No ✓ Yes	pensated is a regis	trant.					
If the person compensated is an a	-	the full legal name of en name		l. dary given na	ames		
If the person compensated is not	an individual, prov	ide the following infor	mation.	Firm NDD -		- U I- I -)	
Full legal name of non-individual Haywood Securities Inc.				1630	umber <i>(if app</i>	olicable)	
Indicate whether the person comp ✓ No ☐ Yes	pensated facilitated	the distribution throu	ıgh a funding	portal or an i	nternet-based	⊒ d portal.	
b) Business contact information	on						
If a firm NRD number is not provi	ided in Item 8(a), p		contact inform Province/Sta	•	_	compensated. estal/ZIP code	
Country	Telepho	ne number	Email addre	SS			
a) Balatianakia ta iaawa aa in							
c) Relationship to issuer or in	vestment tuna ma	anager					
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or in	the meaning of "co	ntrol" in section 1.4 c	f NI 45-106 fo	or the purpose	es of complet		
Insider of the issuer (other that	n an investment fur	nd)	✓ None	e of the above	e		
Director or officer of the investi	ment fund or invest	ment fund manager					
d) Compensation details							
Provide details of all compensation in Canadian dollars. Include cast for services incidental to the distrabout, or report on, internal allocations.	n commissions, sec ribution, such as cl	curities-based compe erical, printing, legal	nsation, gifts, or accounting	discounts or services. An	other compe issuer is not	nsation. Do not report pay required to ask for details	rments s
Cash commissions paid							
Value of all securities ✓ distributed as	0.0000	, · L		curity code2		Security code3 WNT	
compensation ⁴		Describe terms of w				nts") equal to 8.0% of the t	rotal
		number of Units sol	d pursuant to exercise price	the Brokered of C\$0.25 at	d Offering. Ea any time pric	ich Agents' Warrant is exer or to the date that is (36) r 1) common share and one-	rcisable months
Other compensation ⁵		Describe					
Total compensation Paid	0.0000]					
Check box if the person will o	r may receive any	deferred compensation	on (describe th	ne terms belo	w)		
⁴ Provide the aggregate value of a	all securities distrib	outed as compensation	n, excludina d	options. warra	ants or other r	rights exercisable to acquir	e additional
securities of the issuer. Indicate to acquire additional securities of	the security codes f the issuer.					-	
⁵ Do not include deferred comper	isation.						

PERSON 4

Indicate whether the person compensated is a registrant. ☐ No ☑ Yes							
If the person compensated is an	individual, provide	the full legal name of	the individual.				
Family name	First giv	en name	Second	dary given names			
If the person compensated is not	t an individual, prov	ide the following infor	mation.	E. 1155			
Full legal name of non-individual Industrial Alliance Securities Inc.				Firm NRD number <i>(if</i> 15400	аррисавіе)		
		d the distribution thus.	and a from alim as				
Indicate whether the person com √No Yes	pensated lacilitated	the distribution throu	igri a iunding _l	oonal or an internet-ba	asea portai.		
b) Business contact informati	on						
If a firm NRD number is not prov	rided in Item 8(a), p	rovide the business c	ontact informa	ation of the person bei	ing compensated.		
Street address	Municip	pality	Province/Sta	te	Postal/ZIP code	٦	
Country	Telepho	one number	Email addre	SS		1	
c) Relationship to issuer or ir	vestment fund m	anager					
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or i	the meaning of "co	ntrol" in section 1.4 o	f NI 45-106 fo		pleting this section	n.	
Insider of the issuer (other tha	ın an investment fur	nd)	✓ None	of the above			
Director or officer of the invest	ment fund or invest	ment fund manager	_				
d) Compensation details							
Provide details of all compensati in Canadian dollars. Include cas for services incidental to the dist about, or report on, internal alloc	h commissions, sec tribution, such as c	curities-based compe lerical, printing, legal	nsation, gifts, or accounting	discounts or other cor services. An issuer is	mpensation. Do no not required to as	ot report payments sk for details	
Cash commissions paid	anon arrangement	with the directors, or	nocis of empi	oyees of a flori finalitie	adi compensated		
·	0.0000	Security code1 WN	T So	curity code2 CMS	Security cod	o2 LINT	
Value of all securities ✓ distributed as	0.0000	Describe terms of w			Security cod	e3 ONT	
compensation ⁴				agents' warrants (the ".	Agents' Warrants") equal to 8.0% of	
		the total number of exercisable into one	Units sold pur Unit at an ex	suant to the Brokered ercise price of C\$0.25 e Offering. Each Unit	Offering. Each Ag at any time prior	gents' Warrant is to the date that is	
Other compensation ⁵		Describe					
Total compensation Paid	0.0000						
Check box if the person will o	or may receive any	deferred compensation	ın (describe th	e terms helow)			
— Check box if the person will c	or may receive any	delerred compensatio	iii (describe ti	e terms below)			
,							
⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable							
to acquire additional securities of	•	ioi ali securiles distri	batea as com	pensation, including o	puons, warrants c	" other rights exercisable	
⁵ Do not include deferred compe	nsation.						
PERSON 5							
a) Name of person compensa	ted and registration	on status					
Indicate whether the person com ☐ No ☑ Yes	pensated is a regis	etrant.					
If the person compensated is an individual, provide the full legal name of the individual.							

Secondary given names

Family name

First given name

Fam	ily name	First giv	en name	Seco	ndary given names			
If the	e person compensated is not a	an individual, provi	de the following inform	ation.				
	legal name of non-individual	,,,			Firm NRD number (if	applicable)		
CIB	C World Markets Inc.				3850			
	cate whether the person compe lo	ensated facilitated	the distribution throug	h a fundin	g portal or an internet-ba	ased portal.		
b) E	Business contact information	n						
If a t	firm NRD number is not provid	led in Item 8(a) n	rovide the husiness co	ntact infor	mation of the nerson hei	ng compensated		
	et address	Municip		Province/S	•	Postal/ZIP code		
Cou	ntrv	Leepho	ne number I	Email addı	ess			
	···· ,	10.04						
c) F	Relationship to issuer or inv	estment fund ma	nager					
	· · · · · · · · · · · · · · · · · · ·							
Part	cate the person's relationship was B(2) of the Instructions and the Connected with the issuer or inv	ne meaning of "cor	ntrol" in section 1.4 of I	VI 45-106		pleting this section	1.	
Ir	nsider of the issuer (other than	an investment fun	d)	✓ No	ne of the above			
	Director or officer of the investm	nent fund or investr	ment fund manager					
d) (Compensation details							
Prov	vide details of all compensation	n naid or to be na	id to the nerson identi	fied in Iter	n 8(a) in connection with	the distribution F	Provide all amounts	
in C	anadian dollars. Include cash services incidental to the distril ut, or report on, internal allocat	commissions, sec bution, such as cle	urities-based compens erical, printing, legal or	ation, gift: accountir	s, discounts or other con ng services. An issuer is	npensation. Do no not required to as	t report payments k for details	
	Cash commissions paid							
_ ,	Value of all securities	0.0000	Security code1 WNT	S	ecurity code2 CMS	Security code	3 UNT	
	distributed as		Describe terms of war	rants, opti	ons or other rights			
(compensation ⁴		total number of Units exercisable into one l	sold pursu Jnit at an	gents' warrants (the "Ag lant to the Brokered Offe exercise price of C\$0.25 the Offering. Each Unit of	ering. Each Agents at any time prior t	'Warrant is to the date that is	
	Other compensation ⁵		Describe					
-	Total compensation Paid	0.0000						
	Check box if the person will or	may receive any o	deferred compensation	(describe	the terms below)			
secu to a	ovide the aggregate value of al urities of the issuer. Indicate th cquire additional securities of t not include deferred compens	ne security codes t the issuer.)
	·	auon.						
PEK	RSON 6							
a) N	Name of person compensate	ed and registration	n status					
	cate whether the person compo lo 🗹 Yes	ensated is a regist	trant.					
If the	e person compensated is an in	ndividual, provide t	he full legal name of th	e individua	al.			
Fam	ily name	First give	en name	Seco	ndary given names			
If the	e person compensated is not a	an individual, provi	de the following inform	ation.				
Full	legal name of non-individual				Firm NRD number (if	applicable)		

National Bank Financial Inc.				1960				
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves								
b) Business contact information	on							
If a firm NRD number is not prov	ided in Item 8(a), p	rovide the business co	ontact inform	ation of the person beir	ng compensated.			
Street address	Municip	ality	Province/Sta	ate	Postal/ZIP code			
Country	Telepho	ne number	Email addre	ss				
c) Relationship to issuer or in	vestment fund ma	anager						
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or i	the meaning of "co nvestment fund ma	<i>ntrol" in section 1.4 of</i> nager	NI 45-106 fo	or the purposes of comployee of the issuer or in	oleting this section).		
Insider of the issuer (other tha	n an investment fur	nd)	✓ None	e of the above				
Director or officer of the invest	ment fund or invest	ment fund manager						
d) Compensation details								
Provide details of all compensati in Canadian dollars. Include cas. for services incidental to the dist about, or report on, internal alloc	h commissions, sec ribution, such as cl	curities-based comper erical, printing, legal o	nsation, gifts, or accounting	discounts or other con services. An issuer is	npensation. Do no not required to as	t report paymei k for details		
Cash commissions paid								
Value of all securities	0.0000	Security code1 UNT	Se	curity code2 CMS	Security code	3 WNT		
distributed as		Describe terms of wa	arrants, optio	ns or other rights			_	
compensation ⁴		The sub-agent receive	ved 57,000 a	gents' warrants (the "Aç	gents' Warrants") e	equal to 8.0% o	f the	
			•	int to the Brokered Offe	•		io	
				kercise price of C\$0.25 ne Offering. Each Unit o	, ,			
Other compensation ⁵				<u> </u>				
Uner compensation		Describe						
Total compensation Paid	0.0000							
Check box if the person will of	or may receive any	deferred compensation	n (describe th	ne terms below)				
⁴ Provide the aggregate value of	all securities distrib	uted as compensation	n. excludina d	potions, warrants or other	er riahts exercisab	le to acquire a	 dditional	
securities of the issuer. Indicate	the security codes	•	-	•	-	•		
to acquire additional securities o								
⁵ Do not include deferred compe	nsation.							
PERSON 7								
a) Name of person compensa	ted and registration	on status						
Indicate whether the person com	pensated is a regis	trant.						
No ✓ Yes								
If the person compensated is an	individual, provide	the full legal name of t	he individual					
Family name	First giv	en name	Secon	dary given names				
If the person compensated is not	an individual, prov	ide the following inform	mation.					
Full legal name of non-individual				Firm NRD number (if	applicable)			
PI Financial Corp.				5290				
Indicate whether the person com ✓ No Yes	pensated facilitated	I the distribution throu	gh a funding	portal or an internet-ba	sed portal.			

b) Business contact information	on								
If a firm NRD number is not prov	rided in Item 8(a), p Municip		ontact informa	•	ng compensated. Postal/ZIP code				
Country	Telepho	ne number	Email addre	SS					
c) Relationship to issuer or in	vestment fund ma	anager							
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. Connected with the issuer or investment fund manager Employee of the issuer or investment fund manager Insider of the issuer (other than an investment fund)									
Director or officer of the invest	ment fund or invest	ment fund manager							
d) Compensation details									
Provide details of all compensati in Canadian dollars. Include cash for services incidental to the dist about, or report on, internal alloc	h commissions, sec tribution, such as cl	curities-based comper erical, printing, legal (nsation, gifts, or accounting	discounts or other con services. An issuer is	npensation. Do no not required to as	t report payments k for details			
☐ Cash commissions paid									
Value of all securities	0.0000	Security code1 UN	Γ Se	curity code2 CMS	Security code	e3 WNT			
distributed as	L	Describe terms of wa	arrants, optio	ns or other rights					
compensation ⁴		total number of Unit exercisable into one	s sold pursua Unit at an ex	gents' warrants (the "A nt to the Brokered Offe tercise price of C\$0.25	ering. Each Agents at any time prior t	s' Warrant is to the date that is			
_		(36) months from the	e closing of th	e Offering. Each Unit of	consists of one (1)	common share and			
☐ Other compensation ⁵		Describe							
	0.0000								
Total compensation Paid	0.0000	ļ							
Check box if the person will of	or may receive any	deferred compensatio	n (describe th	e terms below)					
	, ,	·	`	,					
⁴ Provide the aggregate value of									
securities of the issuer. Indicate to acquire additional securities o	•	for all securities distri	buted as com	pensation, including o	ptions, warrants o	r other rights exercisable			
⁵ Do not include deferred comper									
,	isation.								
PERSON 8									
a) Name of person compensa	ted and registration	on status							
a) Name of person compensa	ted und registration	Jii Status							
Indicate whether the person com ☐ No ✓ Yes	pensated is a regis	trant.							
If the person compensated is an	individual, provide	the full legal name of	the individual.						
Family name	First giv	ren name	Second	dary given names					
If the person compensated is not	an individual, provi	ide the following infori	mation.						
Full legal name of non-individual	.,	· ·		Firm NRD number (if	applicable)				
BMO Nesbitt Burns Inc.				2580					
Indicate whether the person com ✓ No ☐ Yes	pensated facilitated	I the distribution throu	igh a funding	portal or an internet-ba	esed portal.				
b) Business contact information	on								
,									
If a firm NRD number is not prov	. , .			•					
Street address	Municip	ality	Province/Sta	te	Postal/ZIP code				

Country	Telepho	ne number	Email address					
c) Relationship to issuer or in	vestment fund ma	nager						
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. Connected with the issuer or investment fund manager Employee of the issuer or investment fund manager Insider of the issuer (other than an investment fund)								
Director or officer of the invest	inent lund of investi	ment lund manager						
in Canadian dollars. Include cash for services incidental to the dist	h commissions, sec tribution, such as cl	curities-based comper erical, printing, legal (tified in Item 8(a) in connection wit nsation, gifts, discounts or other co or accounting services. An issuer is ficers or employees of a non-indivi	empensation. Do no s not required to as	ot report payments sk for details			
Cash commissions paid								
Value of all securities distributed as compensation ⁴	0.0000	Describe terms of w. The sub-agent receitotal number of Unit exercisable into one	Security code2 CMS arrants, options or other rights ved 10,800 agents' warrants (the "/ s sold pursuant to the Brokered Of Unit at an exercise price of C\$0.2 e closing of the Offering. Each Unit	fering. Each Agent 5 at any time prior	equal to 8.0% of the s' Warrant is to the date that is			
Other compensation ⁵		Describe						
Total compensation Paid	0.0000							
	the security codes in the issuer.	•	n, excluding options, warrants or of buted as compensation, including	-	•			
PERSON 9								
a) Name of person compensa	ted and registration	on status						
Indicate whether the person com ☐ No ☑ Yes	pensated is a regis	trant.						
If the person compensated is an Family name	• •	the full legal name of t en name	the individual. Secondary given names					
If the person compensated is not an individual, provide the following information. Full legal name of non-individual Hampton Securities Limited Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.								
✓ No Yes	an							
b) Business contact information								
If a firm NRD number is not prov Street address	ided in Item 8(a), p. Municip		ontact information of the person be	Postal/ZIP code				
Country	Telepho	ne number	Email address]			
\								
c) Relationship to issuer or in	vestment fund ma	nager						

, ,			
	the meaning of "co	ntrol" in section 1.4 of	ger (select all that apply). Refer to the meaning of "connected" in NI 45-106 for the purposes of completing this section. Employee of the issuer or investment fund manager
Insider of the issuer (other that		_	✓ None of the above
Director or officer of the invest		•	Notice of the above
d) Compensation details			
u) Compensation details			
in Canadian dollars. Include cas for services incidental to the dis	h commissions, sec ribution, such as cl	curities-based compenderical, printing, legal o	tified in Item 8(a) in connection with the distribution. Provide all amounts assation, gifts, discounts or other compensation. Do not report payments or accounting services. An issuer is not required to ask for details ficers or employees of a non-individual compensated by the issuer.
Cash commissions paid			
Value of all securities ✓ distributed as	0.0000	Security code1 UNT	Security code2 CMS Security code3 WNT
distributed as compensation 4			arrants, options or other rights
		total number of Units exercisable into one	ved 20,400 agents' warrants (the "Agents' Warrants") equal to 8.0% of the s sold pursuant to the Brokered Offering. Each Agents' Warrant is Unit at an exercise price of C\$0.25 at any time prior to the date that is e closing of the Offering. Each Unit consists of one (1) common share and
Other compensation ⁵		Describe	
Total compensation Paid	0.0000		
	the security codes f the issuer.		n, excluding options, warrants or other rights exercisable to acquire additional buted as compensation, including options, warrants or other rights exercisable
PERSON 10			
a) Name of person compensa	ted and registration	on status	
Indicate whether the person com ☐ No ☑ Yes	pensated is a regis	trant.	
If the person compensated is an	individual, provide	the full legal name of th	he individual.
Family name	First giv	en name	Secondary given names
If the person compensated is not	an individual, provi	ide the following inform	nation.
Full legal name of non-individual			Firm NRD number (if applicable)
Chippingham Financial Group Lindicate whether the person com		d the distribution throug	gh a funding portal or an internet-based portal.
✓ No Yes			
b) Business contact informati	on		
•			ontact information of the person being compensated.
Street address	Municip	pality	Province/State Postal/ZIP code
Country	Talanha	una numbar	Email address
Country	Тегерпо	one number	Email address
c) Relationship to issuer or ir	vestment fund ma	anager	
			gray (colored all these apply). Defends the manning of "
	the meaning of "co	ntrol" in section 1.4 of	ger (select all that apply). Refer to the meaning of "connected" in NI 45-106 for the purposes of completing this section. Employee of the issuer or investment fund manager

Insider of the issuer (other than	n an investment fun	ıd)	✓ Non	e of the above			
Director or officer of the investr	ment fund or investi	ment fund manager					
d) Compensation details							
Provide details of all compensation in Canadian dollars. Include cash for services incidental to the distrabout, or report on, internal allocations.	n commissions, sec ribution, such as cl	curities-based comper erical, printing, legal (nsation, gifts, or accounting	discounts or other co services. An issuer is	mpensation. Do not re s not required to ask fo	port payments or details	
Cash commissions paid							
Value of all securities	0.0000	Security code1 UN	Se	curity code2 CMS	Security code3	WNT	
distributed as compensation 4		Describe terms of w	arrants, optio	ns or other rights			
The sub-agent received 24,000 agents' warrants (the "Agents' Warrants") equal to 8.0% of the total number of Units sold pursuant to the Brokered Offering. Each Agents' Warrant is exercisable into one Unit at an exercise price of C\$0.25 at any time prior to the date that is (36) months from the closing of the Offering. Each Unit consists of one (1) common share and							
Other compensation ⁵		Describe					
Total compensation Paid	0.0000						
Check box if the person will o	r may receive any	deferred compensatio	n (describe tl	ne terms below)			
⁴ Provide the aggregate value of a securities of the issuer. Indicate to acquire additional securities of ⁵ Do not include deferred compen	the security codes to the issuer.						
PERSON 11							
a) Name of person compensat	ed and registration	on status					
Indicate whether the person comp ☐ No ☑ Yes	pensated is a regis	trant.					
If the person compensated is an i	individual, provide t	the full legal name of					
Family name	First giv	en name	Secon	dary given names			
If the person compensated is not Full legal name of non-individual	an individual, provi	ide the following infori	nation.	Firm NPD number (i	if applicable)		
GMP Securities L.P.				Firm NRD number <i>(i</i>) 21980	Тарріїсавіе)		
Indicate whether the person comp ✓ No ☐ Yes	pensated facilitated	I the distribution throu	gh a funding		ased portal.		
b) Business contact information	on						
If a firm NRD number is not provi	ded in Item 8(a). n	rovide the business o	ontact inform	ation of the person be	eing compensated		
Street address	Municip		Province/Sta	•	Postal/ZIP code		
Country	Telepho	ne number	Email addre	ss			
c) Relationship to issuer or in	vestment fund ma	nager					
Indicate the person's relationship Part B(2) of the Instructions and i Connected with the issuer or ir	the meaning of "col	ntrol" in section 1.4 o	NI 45-106 fo	or the purposes of con			
Insider of the issuer (other than	n an investment fun	ıd)	✓ Non	e of the above			
Director or officer of the investr	ment fund or investi	ment fund manager					
d) Compensation details							

in (for	ovide details of all compensatio Canadian dollars. Include cash services incidental to the distri out, or report on, internal alloca	commissions, sec ibution, such as cle	urities-based comper erical, printing, legal o	nsation, gifts, or accounting	discounts or other co services. An issuer i	ompensation. Do not report p is not required to ask for deta	oayments ails
	Cash commissions paid						
	Value of all securities	0.0000	Security code1 UN7	Sec	curity code2 CMS	Security code3 WNT	
√	distributed as		Describe terms of wa	arrants, optior	ns or other rights		
	compensation ⁴					"Agents' Warrants") equal to	
						d Offering. Each Agents' War 25 at any time prior to the dat	
						t consists of one (1) common	
	Other compensation ⁵		Describe				
	_						
	Total communities Baid	0.0000					
	Total compensation Paid	0.0000					
	Check box if the person will or	may receive any o	deferred compensatio	n (describe th	e terms below)		
⁴ P	rovide the aggregate value of a	II securities distrib	uted as compensation	n, excluding o	otions, warrants or o	ther rights exercisable to acq	quire additional
	curities of the issuer. Indicate the acquire additional securities of	•	or all securities distri	buted as com	pensation, including	options, warrants or other rig	ghts exercisable
_	o not include deferred compens						
	·						
PE	RSON 12						
a)	Name of person compensate	ed and registration	n status				
	licate whether the person comp	ensated is a regist	rant.				
If tI	he person compensated is an ir	ndividual provide t	he full legal name of	the individual			
	mily name	•	en name		lary given names		
	•						
lf tl	he person compensated is not a	an individual, provi	de the following infor	mation.			
	I legal name of non-individual	arramaan, prom	ac are renemmig milen		Firm NRD number (if applicable)	
	undation Markets Inc.				22830	,	
	licate whether the person comp	ensated facilitated	the distribution throu	gh a funding p	oortal or an internet-b	pased portal.	
b)	Business contact information	n					
	firm NRD number is not provid	ded in Item 8(a), pr	rovide the business c	ontact informa	ation of the person be	eing compensated.	
Str	eet address	Municip	ality	Province/Sta	te	Postal/ZIP code	
Co	untry	Telepho	ne number	Email addres	SS		
c)	Relationship to issuer or inv	restment fund ma	nager				
Pa	licate the person's relationship ort B(2) of the Instructions and the Connected with the issuer or in	he meaning of "cor	ntrol" in section 1.4 or	F NI 45-106 fo	r the purposes of co		' in
	Insider of the issuer (other than	an investment fun	d)	None	of the above		
	Director or officer of the investm	nent fund or investr	ment fund manager				
d)	Compensation details						
Pro	ovide details of all compensatio	n paid, or to be pa	id, to the person iden	tified in Item a	B(a) in connection wi	th the distribution. Provide a	ll amounts

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							
Value of all securities	0.0000	Security code1 UN	IT	Security code2 CM	S	Security code3 WNT	
distributed as compensation 4		Describe terms of v	warrants, o	ptions or other rights			
compensation		the total number of exercisable into on	f Units sold ne Unit at a	pursuant to the Broken exercise price of C	kered Offer \$0.25 at a	ts' Warrants") equal to a ring. Each Agents' War ny time prior to the date sts of one (1) common	rant is e that is
Other compensation ⁵		Describe					
·							
Total compensation Paid	0.0000						
Check box if the person will o	or may receive any	deferred compensati	on (describ	e the terms below)			
⁴ Provide the aggregate value of	all securities distrib	uted as compensation	on, excludi	ng options, warrants	or other rig	ghts exercisable to acqu	uire additional
securities of the issuer. Indicate to acquire additional securities of	,	for all securities dist	ributed as	compensation, includ	ding option	s, warrants or other rig	hts exercisable
⁵ Do not include deferred compe							
PERSON 13							
a) Name of person compensa	ted and registration	on status					
Indicate whether the person com							
✓ No Yes	iperisaleu is a regis	rant.					
If the person compensated is an	individual, provide	he full legal name o	f the individ	lual.			
Family name	name First given name Secondary given names						
If the person compensated is not	t an individual, provi	de the following info	rmation.				
Full legal name of non-individual				Firm NRD numb	er (if appli	i cable) I	
Paradigm Shift Investments Ltd.							
Indicate whether the person com ✓ No ☐ Yes	pensated facilitated	the distribution thro	ugh a fund	ing portal or an interr	net-based _l	oortal.	
b) Business contact informati	on						
If a firm NRD number is not prov	rided in Item 8(a), p	rovide the business	contact inf	ormation of the perso	on being co	ompensated.	
Street address	Municip	ality	Province	/State	Pos	tal/ZIP code	
209 West Keith Road	North V	ancouver	British C	olumbia	V7N	11L7	
Country		ne number	Email ad				
Canada	+1 604	613 7560	aarun@	ccpartnersinc.com			
c) Relationship to issuer or ir	vestment fund ma	nager					
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or i	the meaning of "co	ntrol" in section 1.4	of NI 45-10		f completin	g this section.	in
Insider of the issuer (other tha	ın an investment fur	d)	1	lone of the above		-	
Director or officer of the invest	tment fund or invest	ment fund manager					
d) Compensation details							
Provide details of all compensation Canadian dollars. Include cast for services incidental to the distrabout, or report on, internal allocations.	h commissions, sec tribution, such as cl	urities-based compe erical, printing, legal	ensation, g I or accoun	ifts, discounts or othe ting services. An issu	er compen uer is not r	sation. Do not report pa equired to ask for deta	ayments ils
Cash commissions paid							
Value of all securities	0.0000	Security code1 UN	1T	Security code2 CM	S	Security code3 WNT	
✓ distributed as compensation ⁴		Describe terms of v	warrants, o	ptions or other rights			
compensation				-			

		total number of Units sold pursuant to the Brokered Offering. Each Agents' Warrant is exercisable into one Unit at an exercise price of C\$0.25 at any time prior to the date that is (36) months from the closing of the Offering. Each Unit consists of one (1) common share and
Other compensation ⁵		Describe
Total compensation Paid	0.0000	
Check box if the person will o	or may receive any o	deferred compensation (describe the terms below)
	the security codes f	uted as compensation, excluding options, warrants or other rights exercisable to acquire additional for all securities distributed as compensation, including options, warrants or other rights exercisable
⁵ Do not include deferred comper	nsation.	

TIEM 9 - DIRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF	INE ISSUER	
Indicate whether the issuer is any of the following (select all t	that apply).		
Reporting issuer in any jurisdiction of Canada			
Foreign public issuer			
☐ Wholly owned subsidiary of a reporting issuer in any juris	diction 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 permi	tted clients 7		
If the issuer is at least one of the above, do not com			
⁶ An issuer is a wholly owned subsidiary of a reporting iss securities that are required by law to be owned by its dire			
Of the contract of the cont			
clients. Refer to the definitions of "eligible foreign securit			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
If the issuer is none of the above, check this box and	d complete Item 9(a) – (c).		
a) Directors, executive officers and promoters of the iss	suer		
Provide the following information for each director, executive	officer and promoter of the issue	r For locations within Canada state th	ne province or
territory, otherwise state the country. For "Relationship to iss			io province or
	Family name	Business location of	Relationship to
Individual? Organization or company name	First given name	non-individual or residential	issuer (select all that
	Secondary given name	jurisdiction of individual	apply)
YN			□D □O □P
b) Promoter information			
If the promoter listed above is not an individual, provide the f			
within Canada, state the province or territory, otherwise state	the country. For "Relationship to	promoter", "D" – Director, "O" – Execu	ıtive Officer.
	Family name	Residential jurisdiction	Relationship to promoter
Organization or company name	First given name Secondary given name	of individual	(select one or both
	Secondary given name		if applicable)
			□D □O
c) Residential address of each individual		- '	
,	landal address for soil in 11 11	and lines of in Home O(x) and I(1)	
Complete <u>Schedule 2</u> of this form providing the full resid attach to the completed report. Schedule 2 also requires			

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 - Family name	First given name	Secondary given names		Title	
Szustak	Eric			President	
Name of issuer/underwriter		Telephone number	Ema	mail address	
Quinsam Capital Corporation		905-330-7948	eric	ic@quinsamcapital.com	
Signature		Date			
(signed) Eric Szustak		2017-12-20			

ITEM 11 - CONTACT PERSON

S .	ntact information for the individual t of this report, if different than the in	9		,	
Same as individual certifying th	e report				
Full legal name - Family name	First given name	Secondary given names		Title	
Malecki	Michal			Solicitor	
Name of company		Telephone number	Emai	l address	
Peterson McVicar LLP		647-259-1781	mma	mmalecki@petelaw.com	

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in 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.

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Submission ID
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Date