Form 45-106F1 Report of Exempt Distribution

A. General Instructions

1. Filing instructions

An issuer or underwriter that is required to file a report of exempt distribution and pay the applicable fee must file the report and pay the fee as follows:

- In British Columbia through BCSC eServices at http://www.bcsc.bc.ca.
- In Ontario through the online e-form available at http://www.osc.gov.on.ca.
- In all other jurisdictions through the System for Electronic Document Analysis and Retrieval (SEDAR) in accordance with National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR) if required, or otherwise with the securities regulatory authority or regulator, as applicable, in the applicable jurisdictions at the addresses listed at the end of this form.

The issuer or underwriter must file the report in a jurisdiction of Canada if the distribution occurs in the jurisdiction. If a distribution is made in more than one jurisdiction of Canada, the issuer or underwriter may satisfy its obligation to file the report by completing a single report identifying all purchasers, and file the report in each jurisdiction of Canada in which the distribution occurs. Filing fees payable in a particular jurisdiction are not affected by identifying all purchasers in a single report.

In order to determine the applicable fee in a particular jurisdiction of Canada, consult the securities legislation of that jurisdiction.

2. Issuers located outside of Canada

If an issuer located outside of Canada determines that a distribution has taken place in a jurisdiction of Canada, include information about purchasers resident in that jurisdiction only.

3. Multiple distributions

An issuer may use one report for multiple distributions occurring within 10 days of each other, provided the report is filed on or before the 10th day following the first distribution date. However, an investment fund issuer that is relying on the exemptions set out in subsection 6.2(2) of NI 45-106 may file the report annually in accordance with that subsection.

4. References to purchaser

References to a purchaser in this form are to the beneficial owner of the securities.

However, if a trust company, trust corporation, or registered adviser described in paragraph (p) or (q) of the definition of "accredited investor" in section 1.1 of NI 45-106 has purchased the securities on behalf of a fully managed account, provide information about the trust company, trust corporation or registered adviser only; do not include information about the beneficial owner of the fully managed account.

5. References to issuer

References to "issuer" in this form include an investment fund issuer and a non-investment fund issuer, unless otherwise specified.

6. Investment fund issuers

If the issuer is an investment fund, complete Items 1-3, 6-8, 10, 11 and Schedule 1 of this form.

7. Mortgage investment entities

If the issuer is a mortgage investment entity, complete all applicable items of this form other than Item 6.

8. Language

The report must be filed in English or in French. In Québec, the issuer or underwriter must comply with linguistic rights and obligations prescribed by Québec law.

9. Currency

All dollar amounts in the report must be in Canadian dollars. If the distribution was made or any compensation was paid in connection with the distribution in a foreign currency, convert the currency to Canadian dollars using the daily noon exchange rate of the Bank of Canada on the distribution date. If the distribution date occurs on a date when the daily noon exchange rate of the Bank of Canada is not available, convert the currency to Canadian dollars using the most recent closing exchange rate of the Bank of Canada available before the distribution date. For investment funds in continuous distribution, convert the currency to Canadian dollars using the average daily noon exchange rate of the Bank of Canada for the distribution period covered by the report.

If the Bank of Canada no longer publishes a daily noon exchange rate and closing exchange rate, convert foreign currency using the daily single indicative exchange rate of the Bank of Canada in the same manner described in each of the three scenarios above.

If the distribution was not made in Canadian dollars, provide the foreign currency in Item 7(a) of the report.

10. Date of information in report

Unless otherwise indicated in this form, provide the information as of the distribution end date.

11. Date of formation

For the date of formation, provide the date on which the issuer was incorporated, continued or organized (formed). If the issuer resulted from an amalgamation, arrangement, merger or reorganization, provide the date of the most recent amalgamation, arrangement, merger or reorganization.

12. Security codes

Wherever this form requires disclosure of the type of security, use the following security codes:

Security code	Security type
BND	Bonds
CER	Certificates (including pass-through certificates, trust certificates)
CMS	Common shares
CVD	Convertible debentures
CVN	Convertible notes
CVP	Convertible preferred shares
DEB	Debentures
FTS	Flow-through shares
FTU	Flow-through units
LPU	Limited partnership units
NOT	Notes (include all types of notes except convertible notes)
OPT	Options
PRS	Preferred shares
RTS	Rights
UBS	Units of bundled securities (such as a unit consisting of a common share and a warrant)
UNT	Units (exclude units of bundled securities, include trust units and mutual fund units)
WNT	Warrants
OTH	Other securities not included above (if selected, provide details of security type in Item 7d)

B. Terms used in the form

- 1. For the purposes of this form:
 - "designated foreign jurisdiction" means Australia, France, Germany, Hong Kong, Italy, Japan, Mexico, the Netherlands, New Zealand, Singapore, South Africa, Spain, Sweden, Switzerland or the United Kingdom of Great Britain and Northern Ireland;
 - "eligible foreign security" means a security offered primarily in a foreign jurisdiction as part of a distribution of securities in either of the following circumstances:
 - (a) the security is issued by an issuer
 - (i) that is incorporated, formed or created under the laws of a foreign jurisdiction,
 - (ii) that is not a reporting issuer in a jurisdiction of Canada,
 - (iii) that has its head office outside of Canada, and
 - (iv) that has a majority of the executive officers and a majority of the directors ordinarily resident outside of Canada;
 - (b) the security is issued or guaranteed by the government of a foreign jurisdiction;

"foreign public issuer" means an issuer where any of the following apply:

- (a) the issuer has a class of securities registered under section 12 of the 1934 Act;
- (b) the issuer is required to file reports under section 15(d) of the 1934 Act;
- (c) the issuer is required to provide disclosure relating to the issuer and the trading in its securities to the public, to security holders of the issuer or to a regulatory authority and that disclosure is publicly available in a designated foreign jurisdiction;

"legal entity identifier" means a unique identification code assigned to the person

- (a) in accordance with the standards set by the Global Legal Entity Identifier System, or
- (b) that complies with the standards established by the Legal Entity Identifier Regulatory Oversight Committee for pre-legal entity identifiers;
- "permitted client" has the same meaning as in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations;
- "SEDAR profile" means a filer profile required under section 5.1 of National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR).
- **2.** For the purposes of this form, a person is connected with an issuer or an investment fund manager if either of the following applies:
 - (a) one of them is controlled by the other;
 - (b) each of them is controlled by the same person.

Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE									
X New report									
Amended report If ame	nded, provide filing dat	te 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 issuer									
X Issuer (other than an inves	stment fund)								
Underwriter									
ITEM 3 – ISSUER NAME ANI	Item 3 – Issuer Name and Other Identifiers								
Provide the following information about the	e issuer, or if the issuer is a	an investment fund, about th	ne fund.						
Full legal name	Full legal name								
Previous full legal name	Previous full legal name Quia Resources Inc.								
If the issuer's name changed in t	If the issuer's name changed in the last 12 months, provide most recent previous legal name.								
Website http://drinkhemplify.com/ (if applicable)									
If the issuer has a legal entity identifier, pro	ovide below. Refer to Part E	B of the Instructions for the a	definition of "legal entity identifi	er".					
Legal entity identifier									
T 4									
ITEM 4 – UNDERWRITER IN									
If an underwriter is completing the report, p	provide the underwriter's fi	ull legal name and firm Nati	onal Registration Database (NF	RD) number.					
Full legal name									
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 Statistics Canada's NAICS industry search tool .					
NAICS industry code 4 1 3 1 9 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:					
c) SEDAR profile number					
Does the issuer have a SEDAR profile? No X Yes If yes, provide SEDAR profile number 0 0 0 2 2 1 5 9					
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. \$\text{SO}\$ to under \$5M \text{SO}\$ \$5M to under \$25M \text{SO}\$ \$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 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 ¹						
¹ 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						
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.

	_
a)	Currency
aı	Cullellev

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	10	27	End date	2016	10	27
	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	φ
Security code						Single or lowest price	Highest price	Total amount
U	В	S		Each Unit consists of one (1) Common Share and one half of one share purchase warrant	16,176,470	0.17		2,749,999.90

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.

5	Security code		Underlying security code		Exercise price (Canadian \$)		Expiry date	Conversion	Describe other terms (if applicable)			
	·			sec	urity c	oae	Lowest	Highest	(YYYY-MM-DD)	ratio	2 coolide caller terms (ii applicasie)	
V	' N	ı	Т	С	М	S	0.25	0.25	2018-04-27		Each whole Warrant entitles the holder thereof to purchase one (1) Common Share at the price of \$0.25 for a period of 18 months from issuance.	

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		Total amount (Canadian \$)
Alberta	2.3 of NI 45-106 [Accredited Investor]	6	81,600.00
British Columbia	2.3 of NI 45-106 [Accredited Investor]	19	219,999.89
Ontario	2.3 of NI 45-106 [Accredited Investor]	96	2,025,600.15
Ontario	2.24 of NI 45-106 [Employee, executive officer, director and consultant]	1	10,200.00
Quebec	2.3 of NI 45-106 [Accredited Investor]	5	99,799.86
Saskatchewan	2.3 of NI 45-106 [Accredited Investor]	3	30,600.00
Nova Scotia	2.3 of NI 45-106 [Accredited Investor]	1	8,500.00

	Total number of unique purchasers ²	142		
	Total dollar amount of securities distrib			
South Africa	2.3 of NI 45-106 [Accredited Investor]	1	8,500.00	
Panama	2.3 of NI 45-106 [Accredited Investor]	1	17,000.00	
Mexico	2.3 of NI 45-106 [Accredited Investor]	1	25,500.00	
Israel	2.3 of NI 45-106 [Accredited Investor]	1	18,700.00	
Dubai, UAE	2.3 of NI 45-106 [Accredited Investor]	1	17,000.00	
Bermuda	2.3 of NI 45-106 [Accredited Investor]	1	68,000.00	
Belize	2.3 of NI 45-106 [Accredited Investor]	1	51,000.00	
Bahamas	2.3 of NI 45-106 [Accredited Investor]	4	68,000.00	

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 - 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. 10								
a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant. No X Yes								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual								
Family name First given name Secondary given names If the person compensated is not an individual, provide the following information.								
Full legal name of non-individual First Republic Capital Corporation								
Firm NRD number 2 7 2 7 0 (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								
Municipality Province/State								
Country Postal code/Zip code								
Email address Telephone number								
c) Relationship to issuer or investment fund manager								
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. 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 101,767.00								
Value of all securities distributed as compensation Security code 1 Security code 2 Security code 3 W N T U N T C M S								
598,629.40 Broker's Warrants exercisable into Units at a price of \$0.17 until April 27, 2018. Each Unit is comprised of one common share of the Issuer and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable into a common share at a price of \$0.25 until April 27, 2018.								
Other compensation ⁵ Describe								
Total compensation paid 101,767.00								
Check box if the person will or may receive any deferred compensation (describe the terms below)								
4Provide 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, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. 5Do not include deferred compensation.								

 a) Name of person compensated and regis 	stration status									
Indicate whether the person compensated is a registrant. No X Yes										
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individual										
Family	name	First giv	en name	Secondary giver	n names					
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual Canaccord Genuity Corp.										
Firm NRD number 2 3 1 4 0 (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), provided	le the husiness c	ontact informat	ion of the persor	n heina compensate	 ed					
Street address	ie the business e	ontact anjoinnat	ion of the person	r being compensate	24.					
		Ъ	rovince/State							
Municipality										
Country		Postal c	ode/Zip code							
Email address		Telepl	none number							
c) Relationship to issuer or investment fund	d manager									
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 in Canadian dollars. Include cash commissions, securities services incidental to the distribution, such as clerical, pri report on, internal allocation arrangements with the dire Cash commissions paid 16,660.00 Value of all securities distributed as compensation ⁴	a-based compens Inting, legal or a ctors, officers or	sation, gifts, dis ccounting servi employees of a	counts or other cores. An issuer is renon-individual corecurity code 1	ompensation. Do n not required to ask ;	not report payments for for details about, or					
Describe terms of warrants, options or ot	ur her rights the	itil April 27, 201 Issuer and on whole warrant,	8. Each Unit is e-half of one cor a "Warrant"). E	isable into Units at comprised of one of mon share purchal cach Warrant is exe of \$0.25 until April	common share of asse warrant (each ercisable into a					
Other compensation ⁵	Describe									
Total compensation paid 16,660.00										
Check box if the person will or may receive a	ny deferred cor	mpensation (de	scribe the terms	below)						
⁴ Provide the aggregate value of all securities distributed as comper Indicate the security codes for all securities distributed as compens ⁵ Do not include deferred compensation.										

a) Name of person compensated and registration	ion statu	S								
Indicate whether the person compensated is a registrant. No X Yes										
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individual										
Family name First given name Secondary given names										
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual Haywood Securities Inc.										
Firm NRD number 1 6 3 0 (if applicable)										
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. X No Yes										
b) Business contact information										
If a firm NRD number is not provided in Item 8(a), provide the	e business	contact info	rmation o	f the perso	n being con	npensate	d.			
Street address		•				<u>'</u>				
Municipality			Provin	ce/State						
Country		Post	al code/	Zip code						
Email address		Te	elephone	number						
c) Relationship to issuer or investment 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 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 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 Cash commissions paid 41,055.00	s, o∏icers c	r employees	of a non-	-ınaıvıauai	compensate	ea by tne	issuer.			
· <u></u>			C'	u aads 4	Committee	ode O	Commit	anda 2		
Value of all securities distributed	Sec	urity codes		y code 1	Security of	1 i	Security of M	S S		
as compensation W N T U N T 241,500 Broker's Warrants exercisable into Un \$0.17 until April 27, 2018. Each Unit is comprise share of the Issuer and one-half of one common warrant (each whole warrant, a "Warrant"). Each exercisable into a common share at a price of \$0 2018.						e into Un omprised common ant"). Ea	its at a price d of one con share purce ach Warran	e of mmon hase t is		
Other compensation ⁵	Describe									
Total compensation paid 41,055.00										
Check box if the person will or may receive any o	deferred co	ompensation	(describ	e the term	s below)					
⁴ Provide the aggregate value of all securities distributed as compensation Indicate the security codes for all securities distributed as compensation, ⁵ Do not include deferred compensation.	n, <u>excluding</u> , <u>including</u> o _l	options, warra ptions, warrant	nts or other s or other n	r rights exerc ights exercis	isable to acqu able to acquire	ire addition additiona	nal securities of securities of	of the issuer. the issuer.		

a) Name of person comp	ensated and r	egistration statu	S							
Indicate whether the person comper No X Yes	nsated is a registi	rant.								
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individua	al									
	Fa	mily name	Firs	t given name	Secondary give	en names				
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual Dominick Inc.										
Firm I	NRD number	2 2 7	7 0	(if appli	cable)					
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. X No Yes										
b) Business contact infor	mation									
If a firm NRD number is not provide	d in Item 8(a), pı	ovide the business	contact infor	mation of the pers	on beina compensa	 ited.				
Street address	· · · · · · · · · · · · · · · · ·				<u>g</u> -					
Municipality				Province/State	.					
Country			Posta	al code/Zip code						
Email address			Te	ephone number	r					
c) Relationship to issuer	or investment	fund manager								
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 in Canadian dollars. Include cash conservices incidental to the distribution report on, internal allocation arranged Cash commissions paid Value of all securities distributed as compensation	mmissions, secui n, such as clerica	rities-based compe l, printing, legal or directors, officers c	nsation, gifts, accounting se	discounts or other ervices. An issuer is	r compensation. Do s not required to ask	not report payments for k for details about, or				
Describe terms of	warrants, option	ns or other rights	until April 2 of the Issu (each who	27, 2018. Each Under and one-half of ole warrant, a "Wa	nit is comprised of					
Other compensation ⁵		Describe								
Total compensation paid	7,616.00									
Check box if the person	will or may rece	ive any deferred co	ompensation	(describe the tern	ns below)					
4Provide the aggregate value of all securiti Indicate the security codes for all securities 5Do not include deferred compensation.										

a) Name of person compensated and registration s	status									
Indicate whether the person compensated is a registrant. No X Yes										
If the person compensated is an individual, provide the name of th	If the person compensated is an individual, provide the name of the individual.									
Full legal name of individual										
Family name	First given name Secondary given names									
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual PI Financial Corp.										
Firm NRD number 5 2 9 0 (if applicable)										
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. X No Yes										
b) Business contact information										
If a firm NRD number is not provided in Item 8(a), provide the bus	iness contact information of the person being compensated									
Street address	thess contact information of the person being compensated.									
	D : /0/ /									
Municipality	Province/State									
Country	Postal code/Zip code									
Email address	Telephone number									
c) Relationship to issuer or investment fund manag	ger									
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 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										
in Canadian dollars. Include cash commissions, securities-based co	Security code 1 Security code 2 Security code 3									
Describe terms of warrants, options or other rig	21,000 Broker's Warrants exercisable into Units at a price of \$0.17 until April 27, 2018. Each Unit is comprised of one common share of the Issuer and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable into a common share at a price of \$0.25 until April 27, 2018.									
Other compensation ⁵ Descri	ribe									
Total compensation paid 3,570.00										
Check box if the person will or may receive any deferr	red compensation (describe the terms below)									
⁴ Provide the aggregate value of all securities distributed as compensation, <u>exc</u> Indicate the security codes for all securities distributed as compensation, <u>includ</u> ⁵ Do not include deferred compensation.	cluding options, warrants or other rights exercisable to acquire additional securities of the issuer. ding options, warrants or other rights exercisable to acquire additional securities of the issuer.									

a) Name of person comp	pensated and re	egistration statu	S							
Indicate whether the person compe No X Yes	nsated is a registr	rant.								
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individu	al									
	Fai	mily name	Fir	st 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	3 2 4	2 0	(if a	applicab	le)				
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. X No Yes										
b) Business contact info	rmation									
If a firm NRD number is not provide	ed in Item 8(a), pr	ovide the business	contact info	mation of the	person l	beina comper	nsated.			
Street address	24 31 100 11 C(4), F				<i>p</i>					
Municipality]	Province/S	State					
] 1 <u> </u>							
Country			Post	al code/Zip c	code					
Email address			Te	lephone nun	nber					
c) Relationship to issuer	r or investment	fund manager								
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 in Canadian dollars. Include cash conservices incidental to the distribution report on, internal allocation arrange. Cash commissions paid Value of all securities distributed as compensation ⁴	ommissions, secur on, such as clerical	rities-based compe l, printing, legal or directors, officers o	nsation, gifts, accounting s	discounts or c ervices. An issu	other con uer is no vidual co	mpensation. I t required to	Do not repor ask for detai y the issuer.	t payments for		
Describe terms o	of warrants, optior	ns or other rights	until April of the Issu (each wh	oker's Warrant 27, 2018. Eac er and one-ha ole warrant, a common share	ch Unit is alf of one "Warrai	s comprised e common sh nt"). Each W	of one commare purchase/ larrant is exc	mon share se warrant ercisable		
Other compensation ⁵		Describe								
Total compensation paid	2									
Check box if the person	will or may recei	ive any deferred c	ompensation	(describe the	terms b	elow)				
⁴ Provide the aggregate value of all securities Indicate the security codes for all securities Do not include deferred compensation.										

e) Name of person compens	sated and regis	tration status	S							
Indicate whether the person compensated is a registrant. No X Yes										
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individual										
Family name First given name Secondary given names										
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual Mackie Research Capital Corp.										
Firm NRD number 3 0 7 0 (if applicable)										
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. X No Yes										
f) Business contact informat	tion									
If a firm NRD number is not provided in		e the business	contact info	rmation o	of the perso	n beina cor	npensate	ed.		
Street address	тенте (и), рести				, p					
Municipality				Provir	nce/State					
			Door							
Country					Zip code					
Email address			Te	elephone	e number					
g) Relationship to issuer or in	nvestment fund	l manager								
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. 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										
in Canadian dollars. Include cash comm services incidental to the distribution, su report on, internal allocation arrangeme	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 3,499.99									
Value of all securities distributed		Sec	urity codes		ty code 1	Security		Security of		
as compensation ⁴					N T	UN		C M	S	
Describe terms of war	rrants, options or	other rights	20,588.19 Broker's Warrants exercisable into Units at a price of \$0.17 until April 27, 2018. Each Unit is comprised of one common share of the Issuer and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable into a common share at a price of \$0.25 until April 27, 2018.						mmon hase t is	
Other compensation ⁵		Describe								
Total compensation paid	3,499.99									
Check box if the person will	or may receive a	ny deferred co	ompensation	ı (describ	e the term	s below)				
⁴ Provide the aggregate value of all securities distribution indicate the security codes for all securities distribution of the security codes for all securities distribution of the security codes for all securities distribution.	stributed as compensaributed as compensa	sation, <u>excluding</u> ation, <u>including</u> o _l	options, warra ptions, warrant	ents or othe Is or other r	r rights exercis	risable to acquir able to acquir	uire additio e additiona	onal securities al securities of	of the issuer. the issuer.	

a) Name of person compens	sated and registr	ration status	3							
Indicate whether the person compensat No X Yes	ed is a registrant.									
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individual										
	Family na	ame	First	given name	;	Secondary give	n names			
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual Leede Jones Gable Inc.										
Firm NR	D number 5	7 7	0	(if an	plicable)					
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. X No Yes										
b) Business contact informa	ition									
If a firm NRD number is not provided in		the business	contact inform	ation of the p	erson bei	na compensat	ed.			
Street address	(c)// p. c. s. c.					<u>.gp</u>				
Municipality				Province/St	ate					
Country			Postal	code/Zip co	ode					
Email address			Tele	phone numl	ber					
c) Relationship to issuer or	investment fund	manager								
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 in Canadian dollars. Include cash comm services incidental to the distribution, sureport on, internal allocation arrangem. Cash commissions paid Value of all securities distributed as compensation ⁴	nissions, securities-l uch as clerical, print	based comper ting, legal or tors, officers o	nsation, gifts, d accounting ser r employees of	iscounts or ot vices. An issue a non-individ Security code	her comp er is not re dual comp	ensation. Do r equired to ask	not report po for details o	ayments for about, or		
Describe terms of wa	arrants, options or	other rights	until April 27 of the Issuer (each whole	, 2018. Each and one-half e warrant, a "	Unit is conformation of the conformation of th	ble into Units omprised of o ommon share of \$0.25 until	ne commor purchase v ant is exerc	n share warrant cisable		
Other compensation ⁵		Describe								
Total compensation paid	5,771.50									
Check box if the person will	or may receive an	y deferred co	empensation (c	lescribe the to	erms belo	w)		1		
⁴ Provide the aggregate value of all securities d Indicate the security codes for all securities dis ⁵ Do not include deferred compensation.										

a) Name of person compensated and registration	on statu	S								
Indicate whether the person compensated is a registrant. No X Yes										
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individual										
Family name First given name Secondary given names										
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual AlphaNorth Asset Management										
Firm NRD number 2 6 3 3 0 (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	e business	contact info	rmation	of the perso	on being co	mpensate	ed.			
Street address		•		•						
Municipality]	Provi	ince/State						
]			L					
Country		Post	tal code	e/Zip code						
Email address		T€	elephon	e number						
c) Relationship to issuer or investment fund ma	anager									
Indicate the person's relationship with the issuer or investment of the Instructions and the meaning of "control" in section 1.4 Connected with the issuer or investment fund meaning of "control" in section 1.4 Insider of the issuer (other than an investment fund or investment fund or investment fund or investment fund or investment fund man X None of the above d) Compensation details Provide details of all compensation paid, or to be paid, to the in Canadian dollars. Include cash commissions, securities-base services incidental to the distribution, such as clerical, printing report on, internal allocation arrangements with the directors,	nanager fund) estment funager person ide ed compe	106 for the punt manage entified in Ite insation, gifts accounting s	em 8(a) i. i., discour	of complete	ing this sect on with the compensat not require	distributicion. Do n d to ask į	on. Provide c ot report pa for details al	all amounts yments for		
Cash commissions paid 28,280.05	•	, ,	,		,	,				
Value of all securities distributed			Secur	rity code 1	Security	code 2	Security of	code 3		
as compensation ⁴	Sec	urity codes	W	N T	UN	Т	СМ	S		
Describe terms of warrants, options or other rights 166,353.25 Bro \$0.17 until April share of the lss warrant (eac exercisable into					ach Unit is -half of one ant, a "War	comprise common rant"). E	d of one con share purc ach Warran	mmon hase t is		
Other compensation ⁵	Describe									
Total compensation paid 28,280.05										
Check box if the person will or may receive any d	eferred co	ompensation	ı (describ	be the term	s below)					
⁴ Provide the aggregate value of all securities distributed as compensation Indicate the security codes for all securities distributed as compensation, ⁵ Do not include deferred compensation.	n, <u>excluding</u> <u>including</u> o	options, warra ptions, warrant	ants or other 's or other	er rights exercis	cisable to acq sable to acqui	uire additio re additiona	onal securities al securities of	of the issuer. the issuer.		

a) Name of person compensated and registration status									
Indicate whether the person compensated is a registrant. No X Yes									
If the person compensated is an individual, provide the name of the individual.									
Full legal name of individual									
Family name First given name Secondary given names									
If the person compensated is not an individual, provide the following information.									
Full legal name of non-individual Integral Wealth Securities Limited									
Firm NRD number 3 1 0 (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									
Municipality Province/State	Ì								
Country Postal code/Zip code]								
Email address Telephone number									
c) Relationship to issuer or investment fund manager									
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. 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 of 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 1,529.99 Value of all securities distributed as compensation Security code 1 Security code 2 Security code 3 W N T U N T C M S									
9,058 Broker's Warrants exercisable into Units at a price of \$0.17 until April 27, 2018. Each Unit is comprised of one common share of the Issuer and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable into a common share at a price of \$0.25 until April 27, 2018.									
Other compensation ⁵ Describe									
Total compensation paid 1,529.99									
Check box if the person will or may receive any deferred compensation (describe the terms below)	1								
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuent indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuent 5Do not include deferred compensation.									

ITE	м 9 – Directors, Exec	CUTIVE OFFICERS	AND PROM	OTERS OF	THE I S	SUER				
If the	e issuer is an investment fund,	do not complete Ite	em 9. Proceed t	to Item 10.						
Indic	ate whether the issuer is any of th	he following (select a	ll that apply).							
X	Reporting issuer in any jurisd	liction of Canada								
	Foreign public issuer									
	Wholly owned subsidiary of a	reporting issuer in a	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 for	eign securities only t	o permitted clie	ents ⁷						
⁶ An is law to ⁷ Chec	e issuer is at least one of the all ssuer is a wholly owned subsidiary of a label owned by its directors, are beneficially this box if it applies to the current dissigning the current of	reporting issuer or a fore. ally owned by the reporti. tribution even if the issue ient" in Part B(1) of the Ir	ign public issuer if a ng issuer or the for r made previous di nstructions.	all of the issuer's reign public issuer istributions of othe	outstandii r, respecti er types o	ng voting secu vely.				
L	If the issuer is none of the d		-		(c).					
	a) Directors, executive office	cers and promoter	s of the issue	r						
	ide the following information for ory, otherwise state the country. I							da, stat	te the pro	ovince or
0	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									
	e promoter listed above is not an a ions within Canada, state the pro er.									
C	Organization or company name	Family name	First given name	Secondary given	juriso ind	sidential diction of lividual	Relation (select one		o promoth if appli	
				names		vince or ountry	D		0	
								+		
	\ B :1 ::	1								
	c) Residential address of e	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 na me	Ellison	David						
	Family name	First given name	е	Secondary given names				
Title	Director							
Name of issuer/underwriter/ investment fund manager	The Tinley Beverage Company Inc.							
Telephone number	(416) 663-5000	Email address	Da	David@acuitylaw.ca				
Signature	/s/ David Ellison	Date	2016 11		04			
		·	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.

questions regarding the con-	ents of this report, if differe	nt than the individual	certifying the report in It	tem 10.	
X Same as indi	vidual certifying the repo	ort			
Full legal name				Title	
•	Family name	First given name	Secondary given names		
Name of company					
Telephone number	Email address				

Notice - Collection and use of personal information

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

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

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

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

- 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
- 8. 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

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 Igaluit, Nunavut X0A 0H0 Telephone: (867) 975-6590 Facsimile: (867) 975-6594

Ontario Securities Commission

20 Queen Street West, 22nd 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.gc.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