Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYP	E	A CHARLEST AND A STATE		
X New report				
Amended repo	ort If amended, provide filing	g date of report that is bein	g amended.	(YYYY-MM-DD)
ITEM 2 - PARTY CERT	TEVING THE PEPOPT			
		lance recording whether an ice		to costion 1.1 of
National Instrument 81-106	the report (select only one). For guid Investment Fund Continuous Discl	osure and the companion polic	y to NI 81-106.	to section 1.1 of
Investment fur	nd issuer			
X Issuer (other t	han an investment fund)			7-1
Underwriter				
ITEM 3 - ISSUER NAM	ME AND OTHER IDENTIFIERS	The second		
Provide the following inform	nation about the issuer, or if the issue	er is an investment fund, about	the fund.	
Full I	egal name The Tinley Bevera	age Company Inc.		
Previous full I	egal name			
If the issuer's nam	e changed in the last 12 months, pro		il name.	
	Website www.drinktinely.c	om (if a	applicable)	
If the issuer has a legal entity	y identifier, provide below. Refer to P	Part B of the Instructions for the	definition of "legal entity ident	ifier".
Legal entit	y identifier			
ITEM 4 - UNDERWRIT	ER INFORMATION			
	ng the report, provide the underwrite	r's full leaal name and firm Na	tional Registration Database (N	IRD) number.
Full legal name				
Firm NRD number		(if applicable)		
_	are a firm NPO number provide the			
Street address	ave a firm NRD number, provide the	nead office contact information	n oj tne underwriter.	
]		
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 3 1 2 1						
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 companie						
b) Number of employees						
Number of employees: X 0 - 49 50 - 99 100 - 499 500 or more						
c) SEDAR profile number						
Does the issuer have a SEDAR profile?						
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						
YYYY MM DD MM DD N 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 TYT						
g) Public listing status						
If the issuer has a CUSIP number, provide below (first 6 digits only)						
CUSIP number						
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.						
Exchange names						
h) Size of issuer's assets						
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.						
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M						
\$100M to under \$500M \$500M to under \$1B \$1B or over						

ITEM 6 INVESTMENT	FUND ISSUER INF	ORMATION						
If the issuer is an investr	nent fund, provide	the following i	nformation.			The profits of the second	Control of the Control of	Pre- 15
a) Investment fund	manager information	1	100 m	100 mg 100 mg			14.642.044.0	
Full legal name								
Firm NRD Number			(if applicab	ole)				
If the investment fund manag	er does not have a firm	NRD number, pro	ovide the head office c	ontact inform	ation of th	e invest	ment fund mo	anager.
Street Address								
Municipality			Pro	vince/State				
Country			Postal coo	le/Zip code				
Telephone number			Website (if	applicable)				
b) Type of investme				20				
Type of investment fund that in Money market Balanced	Equity		Fixed in					
	-	tive strategies		describe)				
Indicate whether one or both of Invests primarily Is a UCITs Fund	in other investment		und.					
¹ Undertaking for the Collective Inves	stment of Transferable Secu	ırities funds (UCITs F	unds) are investment fund	ds regulated by	the Europea	Union (EU) directives th	hat allow
¹ Undertaking for the Collective Investollective investment schemes to op	erate throughout the EU on	a passport basis on a	authorization from one me	ds regulated by ember state.	the Europea	n Union (EU) directives th	hat allow
c) Date of formation	stment of Transferable Secu- erate throughout the EU on and financial year-e	a passport basis on a	authorization from one me tment fund	ember state.		n Union (EU) directives th	nat allow
collective investment schemes to op	erate throughout the EU on	a passport basis on a	authorization from one me tment fund	ds regulated by ember state. cial year-en		DD Union (EU) directives th	hat allow
c) Date of formation Date of formation	erate throughout the EU on and financial year-e	a passport basis on a and of the invest	authorization from one me tment fund	ember state.	d		EU) directives th	nat allow
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ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency			
Select the currency or currencies in wh	ich the distribution was made. All	dollar amounts provided in the report mu	st be in Canadian dollars.
X Canadian dollar	JS dollar Euro	Other (describe)	
b) Distribution date(s)			
	report is being filed for securities of	securities distributed on only one distribut distributed on a continuous basis, include	
Start date	2018-04-06	End date	2018-04-06

YYYY MM DD

c) Detailed purchaser information

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

YYYY MM DD

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 (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
CMS (Common sh	887504203	common shares and warrants	5,055,000.000	1.0000	1.0000	5,055,000.00

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.

Security	Underlying		se price dian \$)	Expiry date	Conversion		
code	security code	Lowest	Highest	(YYYY-MM-DD)	ratio	Describe other terms (if applicable)	
WNT (Warrants)	CMS (Common share	1.3500	1.3500	2020-04-06	N/A	N/A	

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

	Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
	Ontario	S. 2.3 of NI 45-106	56	2,555,000.00
	BC	S. 2.3 NI 45-106	3	75,000.00
	Alta	S. 2.3 NI 45-106	24	2,270,000.00
67756 57.02 57.00 57.00	SK	S. 2.3 NI 45-106	1	50,000.00
83 83	QC	S. 2.3 NI 45-106	3	90,000.00
	UK	S. 2.3 NI 45-106	1	15,000.00

Province or Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Total dollar amount of se	curities distributed	5,055,000.00
Total number of unique purchasers ²	88	

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)
E			

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.
Yes If yes, indicate number of persons compensated.
a) Name of person compensated and registration status
Indicate whether the person compensated is a registrant.
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 Canaccord Genuity Corp
Firm NRD number 9 0 0 (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.
No No
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
None of the above
d) Compensation details
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services
incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal
allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid 404,400.00
Value of all securities distributed as compensation ⁴ 202,200.00 Security codes Security code 1 Security code 2 Security code 3 WNT (Warrants)
Describe terms of warrants, options or other rights 404,400 options to acquire Units
Other compensation ⁵ Describe Units comrpised of one share and one warrant on same
Total compensation paid 606,600.00
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, including options, warrants or other rights exercisable to acquire additional securities of the issuer.
*Do not include deferred compensation. Add Item 8

ITEM 9 - DIRECTORS	, EXECUTIVE OFF	ICERS AND	PROMOTERS	OF THE ISSUER				
If the issuer is an investm	ent fund, do not con	plete Item 9.	Proceed to Item 2	10.		and and a section	Anna galanga ang ang ang ang ang ang ang ang ang	a tentida arti
Indicate whether the issuer i	is any of the following	(select all tha	t apply).					
X Reporting issue	er in any jurisdiction o	f Canada						
Foreign public	issuer							
Wholly owned	subsidiary of a repor	ting issuer in a	any jurisdiction of C	canada ⁶				
	Provide na	me of reportin	g issuer					
Wholly owned	subsidiary of a foreig	n public issue	r ^e					
Provide name of foreign public issuer								
Issuer distribut	ting eligible foreign se	curities only to	o permitted clients	7				
If the issuer is at least one	of the above, do no	t complete It	em 9(a) - (c). Pro	ceed to Item 10.				
⁶ An issuer is a wholly owned subsowned by its directors, are benefit	sidiary of a reporting issue cially owned by the report	er or a foreign pul ing issuer or the	blic issuer if all of the is foreign public issuer, re	suer's outstanding voting s espectively.	ecurities, othe	er than securit	ties that are required by la	w to be
7Check this box if it applies to the foreign security" and "permitted co	current distribution even lient" in Part B(1) of the In	if the issuer made structions.	e previous distributions	of other types of securities	to non-permi	tted clients. R	Refer to the definitions of "	eligible
If the issuer is	s none of the above,	check this b	ox and complete	Item 9(a) - (c).				
A TO THE PROPERTY OF THE PROPE	tive officers and pr							
Provide the following inform	ation for each directo	r. executive off	ficer and promoter	of the issuer For location	ons within (Canada eta	to the province or term	riton
otherwise state the country.	For "Relationship to is	suer", "D" - D	irector, "O" - Execu	itive Officer, "P" - Pror	noter.	.anaaa, sta	te the province or ten	uory,
AVMOUNT TO SEE THE SECOND				Business location of	Mark and the second			
Organization or company n	ame Family name	First given name	Secondary given names	non-individual or residential jurisdiction of individual		onship to issi t all that app		
SAL SALES	ME Tags (S)			Province or country	D	0	P	
555								
b) Promoter information	ation							
If the promoter listed above i	is not an individual, p	rovide the follo	wing information f	or each director and ex	ecutive offic	cer of the pi	romoter. For locations	i constantante
within Canada, state the pro	vince or territory, othe	erwise state the	country. For "Rela	tionship to promoter",	"D" - Direct	tor, "O" - E	xecutive Officer.	
Organization or company na	me Family name	First given	Secondary given names	Residential jurisdiction of individual	Rela	itionship to p		
				Province or country	D		0	
				2.00				
c) Residential ad	dress of each indiv	/idual						

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in

Item 11

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full Legal name	Maser	Jeff			
	Family name	First given name	Secondary given names		
Title	CEO				
Name of issuer/underwriter/ investment fund manager	The Tinley Beverage Company Inc.				
Telephone number	416-840-3798	Email address	jeff@drinktinley.com		
Signature	Jeff Maser	Date	2018-04-12		
		_	YYYY MM DD		

ITEM 11 - CONTACT PERSO	10	1
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Provide the following business regarding the contents of this	contact information for the report, if different than the ir	individual that the ndividual certifying	securities regulatory the report in Item 10	authority or regula	ntor may contact with any question	5
Same as inc	dividual certifying the repo	ort				
Full legal name	Ellison	David		Title	Counsel	
	Family name	First given name	Secondary given n	names		
Name of company	Acuity Corporate Secu	urities Lawyers				
Telephone number	416-663-5000		Email address	lavid@aquit.da		

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.

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
- Security code
- 4. Amount paid (Canadian \$)

e) Details of exemption relied on

- 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:
 - 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)