

## Form 45-106F1 Report of Exempt Distribution

### (i) 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 ( <i>including pass-through certificates, trust certificates</i> )
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 ( <i>include all types of notes except convertible notes</i> )
OPT	Options
PRS	Preferred shares
RTS	Rights
UBS	Units of bundled securities ( <i>such as a unit consisting of a common share and a warrant</i> )
UNT	Units ( <i>exclude units of bundled securities, include trust units and mutual fund units</i> )
WNT	Warrants
OTH	Other securities not included above ( <i>if selected, provide details of security type in Item 7d</i> )

**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)*.

**13. 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

- New report
- Amended report If amended, provide filing date of report that is being amended. \_\_\_\_\_ (YYYY-MM-DD)

ITEM 2 - PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

- Investment fund issuer
- Issuer (other than an investment fund)
- Underwriter

ITEM 3 - ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name Journey Energy Inc.

Previous legal name \_\_\_\_\_

If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website www.journeyenergy.ca (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier 54930017RP3KD0C3CI21

ITEM 4 - UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) 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	
<i>If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.</i>	
<b>(a) Primary industry</b>	
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 <a href="#">Statistics Canada's NAICS industry search tool</a> .	
NAICS industry code <u>211113</u>	
If the issuer is in the <b>mining industry</b> , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.	
<input type="checkbox"/> Exploration <input type="checkbox"/> Development <input type="checkbox"/> 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.	
<input type="checkbox"/> Mortgages <input type="checkbox"/> Real estate <input type="checkbox"/> Commercial/business debt <input type="checkbox"/> Consumer debt <input type="checkbox"/> Private companies	
<b>(b) Number of employees</b>	
Number of employees: <input type="checkbox"/> 0-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-499 <input type="checkbox"/> 500 or more	
<b>(c) SEDAR profile number</b>	
Does the issuer have a <a href="#">SEDAR</a> profile?	
<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes      If yes, provide SEDAR profile number <u>35873</u>	
<i>If the issuer does not have a SEDAR profile complete Item 5(d) - (h).</i>	
<b>(d) Head office address</b>	
Street address <u>700 - 517 - 10<sup>th</sup> Avenue SW</u>	Province/State <u>Alberta</u>
Municipality <u>Calgary</u>	Postal code/Zip code <u>T2R 0A8</u>
Country <u>Canada</u>	Telephone number <u>(403) 232-1635</u>
<b>(e) Date of formation and financial year-end</b>	
Date of formation <u>2012/07/01</u> YYYY/MM/DD	Financial year-end <u>12/31</u> MM/DD
<b>(f) Reporting issuer status</b>	
Is the issuer a reporting issuer in any jurisdiction of Canada? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	
<input type="checkbox"/> All <input checked="" type="checkbox"/> AB <input checked="" type="checkbox"/> BC <input checked="" type="checkbox"/> MB <input checked="" type="checkbox"/> NB <input checked="" type="checkbox"/> NL <input type="checkbox"/> NT <input checked="" type="checkbox"/> NS <input type="checkbox"/> NU <input checked="" type="checkbox"/> ON <input checked="" type="checkbox"/> PE <input checked="" type="checkbox"/> QC <input checked="" type="checkbox"/> SK <input type="checkbox"/> YT	

<b>(g) Public listing status</b>		
<i>If the issuer has a CUSIP number, provide below (first 6 digits only)</i>		
CUSIP number	_____ 48113W _____	
<i>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.</i>		
Exchange names	_____ TSX _____	
<b>(h) Size of issuer's assets</b>		
<i>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.</i>		
<input type="checkbox"/> \$0 to under \$5M	<input type="checkbox"/> \$5M to under \$25M	<input type="checkbox"/> \$25M to under \$100M
<input type="checkbox"/> \$100M to under \$500M	<input checked="" type="checkbox"/> \$500M to under \$1B	<input type="checkbox"/> \$1B or over

**ITEM 6 - INVESTMENT FUND ISSUER INFORMATION**

*If the issuer is an investment fund, provide the following information.*

<b>(a) Investment fund manager information</b>		
Full legal name	_____	
Firm NRD Number	_____ if applicable)	
<i>If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.</i>		
Street Address	_____	
Municipality	_____	Province/State _____
Country	_____	Postal code/Zip code _____
Telephone number	_____	Website (if applicable) _____

<b>(b) Type of investment fund</b>		
<i>Type of investment fund that most accurately identifies the issuer (select only one).</i>		
<input type="checkbox"/> Money market	<input type="checkbox"/> Equity	<input type="checkbox"/> Fixed income
<input type="checkbox"/> Balanced	<input type="checkbox"/> Alternative strategies	<input type="checkbox"/> Other (describe) _____
<i>Indicate whether one or both of the following apply to the investment fund.</i>		
<input type="checkbox"/> Invests primarily in other investment fund issuers		
<input type="checkbox"/> Is a UCITs Fund <sup>1</sup>		
<small><sup>1</sup> Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.</small>		

(c) Date of formation and financial year-end of the investment fund	
Date of formation _____ YYYY/MM/DD	Financial year-end _____ MM/DD
(d) Reporting issuer status of the investment fund	
<p><i>Is the investment fund a reporting issuer in any jurisdiction of Canada?</i>      <input type="checkbox"/> No   <input type="checkbox"/> Yes</p> <p><i>If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.</i></p> <p><input type="checkbox"/> All   <input type="checkbox"/> AB   <input type="checkbox"/> BC   <input type="checkbox"/> MB   <input type="checkbox"/> NB   <input type="checkbox"/> NL   <input type="checkbox"/> NT</p> <p><input type="checkbox"/> NS   <input type="checkbox"/> NU   <input type="checkbox"/> ON   <input type="checkbox"/> PE   <input type="checkbox"/> QC   <input type="checkbox"/> SK   <input type="checkbox"/> YT</p>	
(e) Public listing status of the investment fund	
<p><i>If the investment fund has a CUSIP number, provide below (first 6 digits only).</i></p> <p>CUSIP number _____</p> <p><i>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.</i></p> <p>Exchange names _____</p>	
(f) Net asset value (NAV) of the investment fund	
<p><i>Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).</i></p> <p><input type="checkbox"/> \$0 to under \$5M                      <input type="checkbox"/> \$5M to under \$25M                      <input type="checkbox"/> \$25M to under \$100M</p> <p><input type="checkbox"/> \$100M to under \$500M                      <input type="checkbox"/> \$500M to under \$1B                      <input type="checkbox"/> \$1B or over</p> <p>Date of NAV calculation: _____</p> <p style="text-align: center;">YYYY MM DD</p>	

<b>ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION</b>
<p><i>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.</i></p>
(a) Currency
<p><i>Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.</i></p> <p><input checked="" type="checkbox"/> Canadian dollar   <input type="checkbox"/> US dollar   <input type="checkbox"/> Euro   <input type="checkbox"/> Other (describe) _____</p>
(b) Distribution date(s)
<p><i>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 cover by the report.</i></p> <p>Start date      <u>2017-10-11</u>                      End date      <u>2017-10-11</u></p> <p style="text-align: center;">YYYY MM DD    YYYY MM DD</p>

(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.

Security code				CUSIP number (if applicable)	Description of security	Number of securities	Canadian \$		
							Single or lowest price	Highest price	Total amount
C	M	S		48113W102	Common shares	1,020,000	\$2.20	\$2.20	\$2,200,000.00

(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 distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Security Code			Underlying security code			Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio	Describe other terms (if applicable)
						Lowest	Highest			

**(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 of country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited Investor]	2	\$2,244,000.00
<b>Total dollar amount of securities distributed</b>			\$2,244,000.00
<b>Total number of unique purchasers<sup>2</sup></b>			<b>2</b>

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

**(g) Net proceeds to the investment fund by jurisdiction**

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.<sup>3</sup> 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 \$)
<b>Total net proceeds to the investment fund</b>	

<sup>3</sup> "Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed. Less the gross redemptions that occurred during the distribution period covered by the report.

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

*If a distribution has occurred in Saskatchewan, Ontario, Quebec, 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 be 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       Yes      If yes, indicate number of persons compensated. \_\_\_\_\_

**(a) Name of person compensated and registration status**

*Indicate whether the person compensated is a registrant.*

No       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 \_\_\_\_\_

Firm NRD number \_\_\_\_\_ (if applicable)

*Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.*

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 Instructions and the meaning of "control" the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the 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, officer, or employees of a non-individual compensated by the issuer.*

Cash commissions paid

Security code 1			Security code 2			Security code 3		

Value of all securities distributed as compensation<sup>4</sup> \_\_\_\_\_

Describe terms of warrants, options or other rights \_\_\_\_\_

Other compensation<sup>5</sup> \_\_\_\_\_ Describe \_\_\_\_\_

Total compensation paid

Check box if the person will or may receive any deferred compensation (describe the terms below)

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

<sup>5</sup> Do not include deferred compensation.

**ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER**

***If the issuer is an investment fund, do not complete Item 9. Proceed to Item 10.***

*Indicate whether the issuer is any of the following (select all that apply).*

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>  
Provide name of reporting issuer \_\_\_\_\_
- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>  
Provide name of foreign public issuer \_\_\_\_\_
- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

***If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.***

<sup>6</sup>An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer’s outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup>Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of “eligible foreign security” and “permitted client” in Part B(1) of the Instructions.

***If the issuer is none of the above, check this box and complete Item 9(a) – (c).***

**(a) Directors, executive officers and promoters of the issuer**

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

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

**(b) Promoter information**

*If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.*

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

**(c) Residential address of each individual**

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

**ITEM 10 – CERTIFICATION**

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

*The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.*

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



## 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](mailto: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](mailto:info@fcnb.ca)

**Government of Newfoundland and  
Labrador Financial Services Regulation  
Division**

P.O. Box 8700 Confederation Building  
2nd Floor, West Block Prince Philip Drive  
St. John's, Newfoundland and Labrador  
A1B 4J6  
Attention: Director of Securities  
Telephone: (709) 729-4189  
Facsimile: (709) 729-6187

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

P.O. Box 1320  
Yellowknife, Northwest Territories X1A  
2L9  
Attention: Deputy Superintendent, Legal  
& Enforcement  
Telephone: (867) 920-8984  
Facsimile: (867) 873-0243

**Nova Scotia Securities Commission**

Suite 400, 5251 Duke Street Duke Tower  
P.O. Box 458  
Halifax, Nova Scotia B3J 2P8  
Telephone: (902) 424-7768  
Facsimile: (902) 424-4625

**Government of Nunavut Department of  
Justice Legal Registries**

Division P.O. Box 1000, Station 570  
1st Floor, Brown Building  
Iqaluit, Nunavut 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](mailto: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:

financementdassocies@lautorite.qc.ca

(For corporate finance issuers);

fonds\_dinvestissement@lautorite.qc.ca

(For investment fund issuers)

**Financial and Consumer Affairs  
Authority of Saskatchewan**

Suite 601 - 1919 Saskatchewan Drive

Regina, Saskatchewan S4P 4H2

Telephone: (306) 787-5879

Facsimile: (306) 787-5899

**Government of Yukon  
Department of Community Services**

Law Centre, 3rd Floor

2130 Second Avenue

Whitehorse, Yukon Y1A 5H6

Telephone: (867) 667-5314

Facsimile: (867) 393-6251