

M.O., 2016-12**Order number V-1.1-2016-12 of the Minister of Finance dated 9 June 2016**

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 45-106 respecting prospectus exemptions and the Regulation to amend Securities Regulation

WHEREAS subparagraphs 1, 3, 8, 11, 14 and 34 of section 331.1 of the Securities Act (chapter V-1.1) provide that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act provide that a draft regulation shall be published in the *Bulletin de l'Autorité des marchés financiers*, accompanied with the notice required under section 10 of the Regulations Act (chapter R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section provide that every regulation made under section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or on any later date specified in the regulation;

WHEREAS the Regulation 45-106 respecting prospectus exemptions approved by ministerial order no. 2009-05 dated September 9, 2009 (2009, *G.O.* 2, 3362A);

WHEREAS the government, by order-in-council no. 660-83 of March 30, 1983, enacted the Securities Regulation (1983, *G.O.* 2, 1269);

WHEREAS there is cause to amend those regulations;

WHEREAS the draft Regulation to amend Regulation 45-106 respecting prospectus exemptions was published in the *Bulletin de l'Autorité des marchés financiers*, vol. 12, no. 32 of August 13, 2015;

WHEREAS the draft Regulation to amend Securities Regulation was published in the *Bulletin de l'Autorité des marchés financiers*, vol. 13, no. 14 of April 7, 2016;

WHEREAS the *Autorité des marchés financiers* made, on May 18, 2016, by the decision no. 2016-PDG-0067, Regulation to amend Regulation 45-106 respecting prospectus exemptions and, by the decision no. 2016-PDG-0068, Regulation to amend Securities Regulation;

WHEREAS there is cause to approve those regulations without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the Regulation to amend Regulation 45-106 respecting prospectus exemptions and the Regulation to amend Securities Regulation appended hereto.

June 9, 2016

CARLOS LEITÃO,
Minister of Finance

REGULATION TO AMEND THE SECURITIES REGULATION

Securities Act
(chapter V-1.1, s. 331.1, par. 8)

1. The Securities Regulation (chapter V-1.1, r. 50) is amended by revoking section 37.2.
2. This Regulation comes into force on June 30, 2016.

REGULATION TO AMEND REGULATION 45-106 RESPECTING PROSPECTUS EXEMPTIONS

Securities Act
(chapter V-1.1, s. 331.1, par. (1), (3), (8), (11), (14) and (34))

1. Regulation 45-106 respecting Prospectus Exemptions is amended by adding, after section 1.7, the following:

“1.8. Designation of insider

For the purpose of this Regulation, in Ontario, the following classes of persons are designated as insiders:

- (a) a director or an officer of an issuer;
- (b) a director or an officer of a person that is an insider or a subsidiary of an issuer;
- (c) a person that has
 - (i) beneficial ownership of, or control or direction over, directly or indirectly, securities of an issuer carrying more than 10% of the voting rights attached to all the issuer’s outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person as underwriter in the course of a distribution, or
 - (ii) a combination of beneficial ownership of, and control or direction over, directly or indirectly, securities of an issuer carrying more than 10% of the voting rights attached to all the issuer’s outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person as underwriter in the course of a distribution;
- (d) an issuer that has purchased, redeemed or otherwise acquired a security of its own issue, for so long as it continues to hold that security.”

2. Section 6.1 of the Regulation is amended by inserting, in paragraph 1 and after the words “must file a”, the word “completed”.

3. Section 6.2 of the Regulation is amended by replacing, in paragraph (2), the words “financial year-end of the investment fund” with the words “end of the calendar year”.

4. Section 6.3 of the Regulation is amended:
 - (1) by replacing paragraph (1) with the following:

“(1) The required form of report under section 6.1 is Form 45-106F1.”;
 - (2) by deleting, in paragraph (2), “or, in British Columbia, Form 45-106F6”.

5. Section 6.6 of the Regulation is repealed.

6. The Regulation is amended by inserting, after section 8.4.2, the following:

“8.4.3. Transition – investment funds – required form of report

Despite section 6.3, an investment fund that files a report on or before the date required by subsection 6.2(2) for a distribution that occurred before January 1, 2017 may file a report prepared in accordance with the version of Form 45-106F1 in force on June 29, 2016.”.

7. Form 45-106F1 of the Regulation is replaced with the following:

“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.bsc.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 Regulation 13-101 respecting System for Electronic Document Analysis and Retrieval (SEDAR) (chapter V-1.1, r. 2) 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 Regulation 45-106 respecting Prospectus Exemptions (chapter V-1.1, r. 21) 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 Regulation 45-106 respecting Prospectus Exemptions 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 Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations (chapter V-1.1, r. 10);

“SEDAR profile” means a filer profile required under section 5.1 of Regulation 13-101 respecting 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

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 Regulation 81-106 respecting Investment Fund Continuous Disclosure and the Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure.

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

Previous full legal name

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

Website (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

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	
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 <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
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.	
<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) Number of employees	
Number of employees: <input type="checkbox"/> 0 – 49 <input type="checkbox"/> 50 – 99 <input type="checkbox"/> 100 – 499 <input type="checkbox"/> 500 or more	
c) SEDAR profile number	
Does the issuer have a SEDAR profile?	
<input type="checkbox"/> No <input type="checkbox"/> Yes If yes, provide SEDAR profile number <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
If the issuer does not have a SEDAR profile complete Item 5(d) – (h).	
d) Head office address	
Street address <input type="text"/>	Province/State <input type="text"/>
Municipality <input type="text"/>	Postal code/Zip code <input type="text"/>
Country <input type="text"/>	Telephone number <input type="text"/>
e) Date of formation and financial year-end	
Date of formation <input type="text"/> <input type="text"/> <input type="text"/>	Financial year-end <input type="text"/> <input type="text"/>
YYYY MM DD	MM DD
f) Reporting issuer status	
Is the issuer a reporting issuer in any jurisdiction of Canada? <input type="checkbox"/> No <input type="checkbox"/> Yes	
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	
<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	
<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	
g) Public listing status	
If the issuer has a CUSIP number, provide below (first 6 digits only)	
CUSIP number <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
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 <input type="text"/> <input type="text"/> <input type="text"/>	
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.	
<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 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.	
a) Investment fund manager information	
Full legal name	<input type="text"/>
Firm NRD Number	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> (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	<input type="text"/>
Municipality	<input type="text"/>
Province/State	<input type="text"/>
Country	<input type="text"/>
Postal code/Zip code	<input type="text"/>
Telephone number	<input type="text"/>
Website (if applicable)	<input type="text"/>
b) Type of investment fund	
<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"/> Other (describe) <input type="text"/>
<input type="checkbox"/> Balanced	<input type="checkbox"/> Alternative strategies
<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 ¹	
<small>¹Undertaking 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	Financial year-end
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/>
YYYY MM DD	MM DD
d) Reporting issuer status of the investment fund	
<i>Is the investment fund a reporting issuer in any jurisdiction of Canada?</i> <input type="checkbox"/> No <input type="checkbox"/> Yes	
<i>If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.</i>	
<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
<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
e) Public listing status of the investment fund	
<i>If the investment fund has a CUSIP number, provide below (first 6 digits only).</i>	
CUSIP number	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
<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>	
Exchange names	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
f) Net asset value (NAV) of the investment fund	
<i>Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).</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 type="checkbox"/> \$500M to under \$1B	<input type="checkbox"/> \$1B or over
Date of NAV calculation:	<input type="text"/> <input type="text"/> <input type="text"/>
	YYYY MM DD

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	

³Net 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 Regulation 45-106 respecting Prospectus Exemptions) 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 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 Regulation 45-106 respecting Prospectus Exemptions 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

Value of all securities distributed as compensation*

Security codes	Security code 1	Security code 2	Security code 3
	<input type="text"/>	<input type="text"/>	<input type="text"/>

Describe terms of warrants, options or other rights

Other compensation⁵ Describe

Total compensation paid

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.

⁵Do 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 Canada⁶
Provide name of reporting issuer

Wholly owned subsidiary of a foreign public issuer⁶
Provide name of foreign public issuer

Issuer distributing eligible foreign securities only to permitted clients⁷

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

⁶An 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.

⁷Check 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 or 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	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)	
				Province or 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.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

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

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

Full legal name

Family name First given name Secondary given names

Title

Name of issuer/underwriter/ investment fund manager

Telephone number Email address

Signature Date

YYYY MM DD

ITEM 11 – CONTACT PERSON

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

Same as individual certifying the report

Full legal name 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:

- 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 securities 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. Regulation, section and subsection number
2. If relying on section 2.3 of Regulation 45-106 respecting Prospectus Exemptions, provide the paragraph number in the definition of "accredited investor" in section 1.1 of the Regulation that applies to the purchaser. (*select only one*)
3. If relying on section 2.5 of Regulation 45-106 respecting Prospectus Exemptions, 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) of Regulation 45-106 respecting Prospectus Exemptions and the purchaser is an eligible investor, provide the paragraph number in the definition of "eligible investor" in section 1.1 of the Regulation 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 regulation, 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 Regulation, refer to the number of the Regulation, 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, section 2.5 or subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) of Regulation 45-106 respecting Prospectus Exemptions, provide the specific paragraph in the definition of those terms that applies to each purchaser.

Reports filed under paragraph 6.1(1)(j) of Regulation 45-106 respecting Prospectus Exemptions – For reports filed under paragraph 6.1(1)(j) of Regulation 45-106 respecting Prospectus Exemptions, 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
 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
 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, 22^e 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.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

8. Form 45-106F6 of the Regulation is repealed.
9. This Regulation comes into force on June 30, 2016.